

## **SAMSARA INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Last reviewed November 2025**

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Samsara Inc. (the “**Company**”) shall be appointed by the Board to perform the duties and responsibilities set forth in this charter and shall report to the Board.

#### **A. PURPOSE**

The primary purposes of the Committee are to:

1. assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board, proposed nominees for election to the Board and appointment to its committees;
2. evaluate and recommend to the Board corporate governance policies, practices and guidelines applicable to the Company; and
3. facilitate the annual performance review of the Board and its committees.

#### **B. COMPOSITION**

Membership. The Committee shall consist of at least two members of the Board. The members of the Committee shall be appointed by the Board, based on the recommendation of the then-serving members of the Committee, and shall serve until the earlier of their resignation or removal by the Board in its discretion.

Qualifications. Each member of the Committee shall meet the independence standards established by the securities exchange on which the Company’s securities are listed and the Securities and Exchange Commission (“**SEC**”); provided, however, that the Company may avail itself of any phase-in rules applicable to newly-listed companies.

Chairperson. The Board may designate a chairperson of the Committee (the “**Chairperson**”). In the absence of that designation, the Committee may designate a Chairperson by majority vote of the Committee members, provided that the Board may replace any Chairperson designated by the Committee at any time.

#### **C. RESPONSIBILITIES**

The following are the principal recurring responsibilities of the Committee.

Board Candidates and Composition. The Committee shall:

- a. Actively identify and evaluate individuals qualified to become Board members and recommend to the Board proposed nominees for election to the Board by the stockholders at the annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected, or to fill vacancies and newly created directorships on the Board.

- b. Consider director nominee recommendations from stockholders and establish the policies and procedures for stockholders to submit recommendations for Board nominees.
- c. Review each individual member of the Board eligible for re-election at the conclusion of his or her term and when he or she has a change in his or her primary professional responsibilities.
- d. Review annually the size and composition of the Board and recommend, as needed, any changes to reflect the desired qualifications and expertise of Board members, as well as other individual qualities and attributes that contribute to the total mix of viewpoints and diversity of experience, thought and skills represented on the Board.
- e. Evaluate annually the “independence” of directors and director nominees against the independence requirements of the securities exchange on which the Company’s securities are listed, applicable rules and regulations of the SEC and other applicable laws.

Composition of Board Committees. The Committee shall review and make recommendations to the Board regarding the structure and composition of each committee of the Board and its chairperson.

Corporate Governance Guidelines and Practices. The Committee shall review annually the Company’s corporate governance guidelines, including provisions regarding a lead independent director, and recommend any changes to the Board for approval. In addition, the Committee shall review periodically corporate governance trends, best practices and regulations applicable to the Company and other governance issues that may arise, including issues related to corporate social responsibility, sustainability, philanthropic, public policy and advocacy activities, and provide recommendations to the Board.

Board and Committee Performance. The Committee shall review the feedback from directors with respect to the Board’s and its committees’ annual self-assessments and report the results to the Board on an annual basis. In addition, the Committee shall conduct and present to the Board an annual self-performance evaluation of the Committee.

Conflicts of Interest. The Committee shall consider questions of possible conflicts of interest of Board members and executive officers; and review and approve, or ratify, actual and potential conflicts of interest of Board members and executive officers, other than related party transactions reviewed by the Audit Committee.

Director Communications. The Committee shall review periodically the Company’s policies and procedures relating to communications with the Board and the engagement with stockholders and other interested parties regarding corporate governance matters. In addition, the Committee shall consider stockholder proposals and provide recommendations to the Board regarding proposed responses.

Advisors. The Committee is authorized to engage advisors as it determines necessary to carry out its duties. The Company must provide appropriate funding, as determined by the Committee, for the payment of compensation to any advisors engaged by the Committee pursuant to this Section. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm’s fees and other retention terms.

Charter. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

**D. GENERAL**

1. The Committee shall meet at such times as the Committee shall determine. The Committee may meet in person or by telephone or video conference. The presence in person or by telephone or video conference of a majority of the total number of Committee members will constitute a quorum of the Committee. Minutes are kept of each meeting of the Committee, and the Committee shall regularly provide reports of its actions to the Board.

2. The Committee may delegate its authority to subcommittees or the Chairperson of the Committee when it deems it appropriate and in the best interests of the Company and when such delegation would not violate applicable law, regulation or the securities exchange on which the Company's securities are listed or SEC requirements.