



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

(As of December 7, 2021)

### **I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Planet Labs PBC (the “**Company**”) is to carry out the responsibilities delegated by the Board relating to the Company’s director nomination processes and procedures, and develop and oversee the Company’s corporate governance policies. The Committee will review and make recommendations to the Board on matters concerning corporate governance, Board composition, Board committee structure and composition, identification, evaluation and nomination of director candidates, and stockholder nominations of director candidates and proposals, and any other duties delegated to the Committee by the Board.

### **II. Composition**

The Committee will consist of at least two directors, each of whom must satisfy the independence requirements of the New York Stock Exchange, subject to any available exception. Committee members are appointed by and may be removed, with or without cause, by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation, removal, disqualification or death. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

### **III. Meetings, Procedures and Authority**

The Committee will meet at least once per year and as often as necessary to carry out its responsibilities. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee. Unless otherwise restricted by the Company’s certificate of incorporation or bylaws, all meetings of the Committee may be held telephonically or by videoconference. In addition, unless otherwise restricted by the Company’s certificate of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee will be given full access to the Company's Board, corporate executives and employees, as necessary to carry out its responsibilities.

The Committee has sole authority to retain and terminate any search firm to identify director candidates, including sole authority to approve such search firm's fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate to assist the Committee in the performance of its responsibilities and has the authority to approve related fees and retention terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to any search firm and outside advisers.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company's bylaws.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. The Committee will maintain written minutes of its meetings and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, any actions so taken will be filed in the minute books of the Company.

#### **IV. Duties and Responsibilities**

1. *Director Nominees.* The Committee will determine the qualifications, qualities, skills, and other expertise required to serve as a director and will develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (which criteria will be set forth in the Company's corporate governance guidelines (the "**Corporate Governance Guidelines**")). The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also evaluate the qualifications and performance of directors eligible for re-election to the Board, consistent with criteria adopted by the Board, and recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders. The Committee will also evaluate the qualifications of and make recommendations to the Board regarding and director candidates to fill vacancies occurring between annual meetings of stockholders.

2. **Stockholder Nominees and Proposals.** The Committee will establish and periodically review and amend, if appropriate, procedures for the submission by stockholders of candidates for election to the Board and procedures for the Committee's review of candidates nominated by stockholders. The Committee will also review stockholder proposals relating to corporate governance and other matters and recommend to the Board a response to such proposal. In addition, the Committee will review and approve disclosures in the Company's proxy statement regarding the Company's policies and procedures for nomination and election to the Board and for stockholder director nominations and proposals.

3. ***Board and Committee Composition, Structure and Membership.*** The Committee will periodically review the composition and size of the Board and make recommendations to the Board regarding proposed changes. The Committee will also annually review the Board committee structure and composition and recommend to the Board for its approval directors to serve as members of each committee, rotation of committee members, and the creation or dissolution of additional Board committees.

4. ***Corporate Governance Guidelines.*** The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

5. ***Director Orientation and Continuing Education.*** The Committee will oversee director orientation and education in accordance with the Corporate Governance Guidelines.

6. ***Board Evaluations.*** The Committee will oversee the annual self-evaluation of the Board, including facilitation of self-evaluations.

7. ***Other Corporate Governance Matters.*** The Committee will oversee the Company's corporate governance practices and procedures, and may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation and bylaws, and the charters of the Company's other committees.

8. ***Succession Planning.*** The Committee will oversee the Company's succession plan for the Chief Executive Officer and other executive officer roles.

9. ***Reports to the Board of Directors.*** The Committee must report regularly to the Board regarding the activities of the Committee.

10. *Committee Self-Evaluation.* The Committee will evaluate its performance at least annually.

11. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

12. *Ethical Standards and Conflicts of Interest.* The Committee will review and have the authority to further investigate actual and potential conflicts of interest of Board members and officers required to report under Section 16 of the Securities Exchange Act of 1934, other than related person transactions and Code of Business Conduct and Ethics waivers reviewed by the Audit Committee, and will make recommendations to the Board regarding any matter determined by the Committee to be a conflict of interest.

13. *Corporate Responsibility and Sustainability.* The Committee shall oversee the Company's policies and programs relating to corporate responsibility and sustainability, including all environmental, social and corporate governance matters, unless or until such time as a separate Committee of the Board affirmatively begins oversight of these areas.

14. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.