

EVOLV TECHNOLOGIES HOLDINGS, INC.
TECHNOLOGY SUB-COMMITTEE CHARTER

I. Purpose

The purpose of the Technology Sub-Committee (the “Committee”) of the Board of Directors (the “Board”) of Evolv Technologies Holdings, Inc. (the “Company”) is to review and assess, together with management, potential mergers, acquisitions, divestitures and strategic investments and, where appropriate, make recommendations to the Board regarding potential target candidates. The Committee will also assess risk to the Company in connection with such proposed transactions and undertake such other duties and responsibilities as described in Section IV below.

II. Composition

The Committee will consist of at least two directors. Committee members must be appointed and may be removed, with or without cause, by the Board. One member of the Committee may be designated as the Chair. 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 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.

The Committee may retain any counsel, experts or advisors that the Committee believes to be necessary or appropriate and will have sole authority to approve such counsel, consultant, or advisor’s fees and other terms and conditions of such counsel, consultant or advisor’s retention. 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.

IV. Duties and Responsibilities

1. *Mergers and Acquisitions.* The Committee will review all proposed mergers and acquisitions by the Company, including, without limitation, the target candidate’s product offerings and technical capabilities, competitive advantages, product/market fit, revenue contribution, personnel/management, and impact on existing product roadmap, and make recommendations to the Board as necessary and appropriate.

2. *Technology Planning and Strategy.* The Committee shall monitor and evaluate existing and future trends in technology that may affect the Company’s strategic plans, including monitoring of overall industry trends.

3. *Technology Investments.* Review and evaluate significant technology investments and expenditures and make recommendations to the Board as necessary.

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

5. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

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

7. *Other Duties.* Perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

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.