NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted September 15, 2021

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “NCG Committee”) of the board of directors (the “Board”) of Archaea Energy Inc. (the “Company”) is to assist the Board with oversight of the director nominations process and the Company’s corporate governance.

MEMBERSHIP

Size: The NCG Committee shall consist of two or more members of the Board.

Independence: Each member of the NCG Committee shall be independent in accordance with the rules of the New York Stock Exchange.

Appointment/Term/Removal: The members of the NCG Committee shall be appointed by the Board. The members of the NCG Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the NCG Committee at any time with or without cause.

STRUCTURE AND OPERATIONS

Leadership: The Board shall designate a member of the NCG Committee as the chairperson.

Meetings: The NCG Committee shall meet as frequently and at such times as it deems necessary to fulfill its responsibilities. The NCG Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions. The NCG Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The NCG Committee may invite any individuals to its meetings as it deems appropriate. However, the NCG Committee shall meet regularly without such individuals present.

Onboarding/Education: The Company will provide new members of the NCG Committee with appropriate onboarding briefings and the full NCG Committee with educational resources and opportunities related to corporate governance and other matters as may be appropriate or requested by the NCG Committee.

Outside Advisors: The NCG Committee shall have the authority, in its sole discretion, to retain and terminate a director search firm, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. However, the NCG Committee shall not be required to implement or act consistently with the advice or recommendations of any director search firm, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect
the ability or obligation of the NCG Committee to exercise its own judgment in fulfillment of its duties under this Charter. The NCG Committee shall set the compensation and retention terms and oversee the work of any director search firm, outside legal counsel or any other advisors. Any communications between the NCG Committee and its outside legal counsel will be privileged communications.

**Funding:** The NCG Committee shall receive appropriate funding from the Company, as determined by the NCG Committee in its capacity as a committee of the Board, for the payment of compensation to any director search firm, outside legal counsel and any other advisors, and the ordinary administrative expenses of the NCG Committee that are necessary or appropriate in carrying out its duties.

**Delegation of Authority:** Except as otherwise provided in the Company’s certificate of incorporation, bylaws, applicable laws, regulations, listing standards or a resolution of the Board, the NCG Committee may, in its discretion, form subcommittees and delegate all or a portion of its duties and responsibilities to a subcommittee, an individual member of the NCG Committee or executive officers of the Company.

**Books and Records:** The NCG Committee will have access to the Company’s books, records, facilities and personnel.

**DUTIES AND RESPONSIBILITIES**

The NCG Committee shall have the following duties and responsibilities:

1. **Director Qualifications:** To determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting director nominees (the “Director Criteria”).

2. **Director Nominee Identification/Screening:** To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The NCG Committee shall review the contributions of incumbent directors in determining whether to recommend that the Board nominate them for reelection to the Board.

3. **Director Independence:** To develop and recommend to the Board for approval standards for determining whether a director is independent.

4. **Board Refreshment:** To review the size of the Board and ensure that qualified director candidates with a diversity of gender, ethnicity, tenure, skills and experience are included by the Company or any search firm it engages in each pool of candidates from which director nominees are chosen.

5. **Shareholder Director Nominations:** To consider any director candidates recommended by the Company’s stockholders pursuant to the procedures set forth in the Company’s bylaws.

6. **Shareholder Proposals:** To review any proposal recommended by management or properly presented by a stockholder for inclusion in the Company’s annual meeting proxy statement and make recommendations to the Board with respect thereto. The NCG Committee may, as appropriate in light of the subject matter of the proposal, refer any such proposal to any other
committee of the Board for purposes of such review and recommendations. The NCG Committee will consider the voting results of any stockholder proposals and recommend to the Board the Company’s response, if any.

7. **Shareholder Engagement**: To oversee engagement with the Company’s stockholders and proxy advisory firms, and to review proxy advisory firm policies and voting recommendations.

8. **Director Nominee Approval**: To make recommendations to the Board regarding the selection and approval of director nominees. Committee oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party.

9. **Board Leadership**: To review the Board’s leadership structure and recommend changes to the Board as appropriate.

10. **Board Committee Membership**: To review the Board’s committees sizes, structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairperson annually.

11. **Corporate Governance Documents**: To review, propose changes to the Board or develop, as needed, the Company’s certificate of incorporation, bylaws, code of ethics, corporate governance guidelines and other corporate governance policies.

12. **Corporate Governance Trends**: To review emerging corporate governance trends, best practices and regulations applicable to the corporate governance of the Company.

13. **Outside Directorships**: To review and approve, as appropriate, any requests from directors or officers to stand for election to any outside for-profit boards of directors.

14. **Succession Planning**: To develop and recommend to the Board for approval a Chief Executive Officer succession plan (the “Succession Plan”), review the Succession Plan periodically, develop and evaluate potential candidates for Chief Executive Officer and recommend to the Board any changes to and any candidates for succession under the Succession Plan.

15. **Board and Management Performance Evaluation**: To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and management and to oversee the conduct of this annual evaluation.

16. **NCG Committee Performance Evaluation**: To conduct an annual evaluation of the performance of its duties under this Charter and to present the results of the evaluation to the Board. The NCG Committee shall conduct this evaluation in such manner as it deems appropriate.

17. **NCG Committee Charter Review**: To review this Charter at least annually and recommend any proposed changes to the Board for approval.