

**EQUINIX, INC.**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

As adopted by the Board of Directors on May 13, 2021

As Amended September 13, 2023

**PURPOSE**

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Equinix, Inc. (the “Company”) shall be (i) to identify individuals qualified to become Board members, and select the director nominees for the next annual meeting of stockholders and (ii) to review and consider developments in areas such as corporate governance, risk oversight and compliance, as more fully described below.

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

**ORGANIZATION AND COMPOSITION**

The members of the Committee will be nominated by, will be appointed by, and will serve at the discretion of, the Board and will consist of at least three (3) members of the Board.

Each member of the Committee shall satisfy the independence requirements of The Nasdaq National Market (“Nasdaq”).

The Board shall designate one member of the Committee as the Committee’s Chairperson. The members shall serve until their resignation, retirement or removal by the Board and/or until their successors are appointed.

The Committee may conduct or authorize investigations into or studies of matters within the Committee’s scope of responsibility with full access to all books, records, facilities and personnel of the Company.

The Committee shall have the authority to engage independent legal and/or other advisors, as it determines necessary, to carry out its duties. The Committee shall have sole authority to approve related fees and retention terms, and the Company shall provide the Committee with adequate funding to allow the Committee to perform its duties under this Charter.

## **MEETINGS**

The Committee will establish its own schedule and will meet at least three (3) times each fiscal year. The Committee may also act by circulating a written consent to each member of the Committee. The written consent constitutes a valid action of the Committee if it has been executed by each Committee member. The written consent will be filed with the minutes of Board meetings.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

## **RESPONSIBILITIES AND AUTHORITY**

The responsibilities and authority of the Committee shall include:

1. Developing qualification criteria for board members, and actively seek, interview and screen individuals qualified to become Board members, or to be reelected Board members, for recommendation to the Board in accordance with the Company's Bylaws;
  - Such qualification criteria may include, among other things, independence, character, ability to exercise sound judgment, demonstrated leadership ability, skills, including financial literacy, educational background, diversity, experience and Board tenure, in the context of the current and anticipated needs of the Company and the Board.
  - Any initial list of candidates from which new director nominees are chosen (the "Initial List") by the Nominating Committee will include (but need not be limited to) qualified women and minority candidates. Any third-party consultant asked to furnish an Initial List shall also be requested to include such candidates.
2. Retaining or terminating any search firm to be used to identify director candidates and approving the search firm's fees and other retention terms;
3. Reviewing annually, or more often if appropriate, the directors who are members (including qualification and requirements), structure (including authority to delegate) and performance of committees of the Board (including reporting to the Board), and making recommendations to the Board, as appropriate;
4. Regularly reviewing issues and developments related to corporate governance and identifying and bringing to the attention of the Board current and emerging

corporate governance issues and developments that may affect the business operations, performance or public image of the Company;

5. Evaluating the adequacy of the Company's corporate governance structure, policies and procedures in light of (i) applicable regulatory requirements, (ii) issues and developments relating to corporate governance, (iii) stakeholder feedback, and (iii) the performance of management, the Board and each Board committee relating to corporate governance;
6. Regularly reviewing issues and developments relating to the Company's Governance, Risk and Compliance Program (the "GRC Program") initiatives and risks facing the Company and reporting out to the Board on the GRC Program's activities and recommendations;
7. Regularly reviewing and discussing with management the Company's cybersecurity risk exposure and steps taken by management to monitor and control such exposure;
8. Receiving periodic reports from the Company's Chief Compliance Officer, as appropriate, (i) on the operation, adequacy and effectiveness of the Company's Ethics and Compliance Program and (ii) on activity on the Company's Ethics and Compliance Helpline and any related investigations;
9. Overseeing compliance with the Company's Code of Business Conduct (including periodically reviewing and approving changes to the Code of Business Conduct);
10. Regularly reviewing strategy, policies, practices, performance, and reporting related to corporate environment, social, and governance matters, including climate change, and bringing to the attention of the Board current and emerging sustainability issues and developments as appropriate;
11. Regularly reviewing the strategy, policies and practices of the Company's Public Policy function, the Company's membership in trade associations, the Company's lobbying expenses and activities, and any other political contributions made by the Company;
12. Developing and overseeing a Board performance evaluation process and evaluating at least annually the performance and effectiveness of the Board, including conducting surveys of director observations, suggestions and preferences;

13. Reviewing the Committee's own performance, charter, structure and processes on an annual basis; and
14. Performing such other duties as may be requested by the Board.

## **REPORTS**

The Committee will provide reports to the Board regarding such matters as the Committee may deem appropriate.

## **COMPENSATION**

Members of the Committee shall receive such fees, if any, for their service as Committee members, as may be determined by the Board. Such fees may include retainers or per meeting fees and shall be paid in such form of consideration as is determined by the Board in accordance with the applicable rules of the Securities and Exchange Commission ("SEC") and Nasdaq.

## **DELEGATION OF AUTHORITY**

The Committee may, to the extent permitted under applicable law, the rules of Nasdaq and the SEC, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees when appropriate.