

GROVE COLLABORATIVE HOLDINGS, INC.
CHARTER OF THE SUSTAINABILITY, NOMINATING AND GOVERNANCE COMMITTEE (THE
“CHARTER”)

(Adopted by the Board of Directors on June 16, 2022 and effective June 16, 2022)

Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to (i) the Company's director nominations process and procedures, (ii) the development, maintenance and recommendation to the Board of the Company's corporate governance policies, (iii) the oversight of the annual performance evaluation of the Board and its committees and management and (iv) the oversight of the Company's ongoing commitment to environmental stewardship, corporate social responsibility and sustainability. The Committee shall also recommend directors to serve on all committees of the Board.

Membership

The Sustainability, Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Grove Collaborative Holdings, Inc. (the “Company”) shall be comprised of two or more directors, each of whom independence requirements of the New York Stock Exchange (the “NYSE”) and shall otherwise satisfy the applicable requirements imposed by the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the “Exchange Act”) and any other requirements deemed by the Board to be applicable.

Committee members (i) shall be appointed by the Board on the recommendation of the Committee, (ii) shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and (iii) may be removed by the Board in its discretion. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Structure and Operations

The Board shall designate a member of the Committee to serve as the chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities, but in any case not less than at least four times a year. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members.

The 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 Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

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

External Advisers

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of legal counsel, an executive search firm, a compensation consultant or other advisers (a “Committee Adviser”) as the Committee deems appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for appointing, compensating and overseeing the work of any Committee Adviser retained by the Committee and shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee Adviser as well as for any costs or expenses related to the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties. To the extent required by NYSE rules, the Committee shall assess the independence of any Committee Adviser taking into account the factors specified by applicable NYSE rules. The Committee shall also have the authority to obtain advice and assistance from any officer or employee of the Company and shall have full, unrestricted access to Company books, records and facilities.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

1. Determine the qualifications, qualities, skills, and other expertise required to be a director and develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “Director Criteria”).
2. Identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures set forth in the Company’s Corporate Governance Guidelines and described in the Company’s proxy statement.
3. Make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, or in the event of a vacancy, to be submitted to the Board for appointment.
4. Oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies, and procedures in the Company’s corporate governance framework, including, but not limited to, its certificate of incorporation and by-laws, such as:
 - a. develop and recommend to the Board for approval standards for determining whether a director has a material relationship with the Company;
 - b. review any director resignation letter tendered in accordance with the Company’s director resignation policy set out in the Company's Corporate Governance

Guidelines, and evaluate and recommend to the Board whether such resignation should be accepted; and

- c. develop and recommend to the Board for approval a policy on Company political contributions and lobbying expenses, receive and review an annual report on such political contributions and lobbying expenses, and review the policy periodically and recommend to the Board any changes to the policy based on the most recent report.
5. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, review these principles at least once a year and recommend any changes to the Board.
6. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and oversee the conduct of this annual evaluation.
7. Review the Board's committee structure and composition, make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually and review all director compensation and benefits for service on the Board at least once a year, and recommend any changes to the Board as necessary.
8. Develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
9. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that such disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
10. Review proposals submitted by Company stockholders for inclusion in the Company's proxy materials and recommend to the Board appropriate action.
11. Review periodically CEO succession and report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive officer positions.
12. Oversee the Company's strategy on sustainability, climate-related risks and opportunities, ESG strategies; evaluate the impact of Company practices on communities and individuals; develop and recommend to the Board for approval policies and procedures relating to the Company's corporate social responsibility and sustainability activities; and develop and monitor ongoing compliance with the Company's corporate responsibility and sustainability program, including review of annual sustainability disclosure issued by the Company.

Delegation of Authority

The Committee shall have the authority to form and delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to subcommittees as the Committee may deem appropriate in its sole discretion.

Performance Evaluation

The Committee shall conduct an annual evaluation assessing the Committee's performance with respect to its purpose and duties under this Charter and shall present the results of such evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

General

The Committee may diverge from the specific activities outlined throughout this Charter, as appropriate, if circumstances or regulatory requirements change. In addition to these activities, the Committee may perform such other functions as necessary or appropriate under applicable laws, regulations, any applicable stockholders agreement and the resolutions and other directives of the Board, each as in effect from time to time. The Committee expects to develop calendars and agendas to address the activities and responsibilities set forth in this Charter as well as any other priority activities it identifies consistent with its purpose stated above. This Charter may be amended from time to time by the Board.