



LIGHTNING EMOTORS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the "Committee") is responsible for considering and making recommendations to the Board of Directors (the "Board") concerning the appropriate size, functions and needs of the Board of Lightning eMotors, Inc. (the "Company") and to carry out the responsibilities delegated by the Board related to the Company's director nominations process, and developing and maintaining the Company's corporate governance policies, and any related matters required by federal securities laws.

Membership

The Committee shall consist of three or more Directors all of whom, in the judgment of the Board, shall be independent in accordance with New York Stock Exchange ("NYSE") listing standards.

Each Member shall be appointed by the Board and will serve at the pleasure of the Board until such Member's replacement has been appointed or until earlier resignation or death. The Board will select the chair of the Committee (the "Chair"). The Board may remove any member from the Committee at any time with or without cause.

Meetings

The Committee shall meet at least once each year and at such other times as it deems necessary to fulfill its responsibilities. The Committee will cause to be kept adequate minutes of all its proceedings, and will report regularly on its discussions and actions, including any significant issues or concerns that arise in its meetings, and shall make recommendations to the Board as appropriate. Members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings in person or by electronic means), action without meetings, notice, waiver of notice, quorum and voting requirements and removal and vacancies as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of Delaware or (d) the rules and listing standards of the NYSE. The Committee may, in its discretion, appoint a Secretary to assist the Committee with administrative tasks. The Secretary may arrange the preparation and distribution of meeting agendas, advise members of all meetings called, attend all meetings and maintain minutes, and perform other tasks as may be assigned by the Committee.

Duties and Responsibilities

As part of its duties and responsibilities, the Committee will:

1. Develop and recommend to the Board criteria for identifying and evaluating candidates for the Board, including standards for assessing independence and periodically review these criteria. Among these criteria are business and management qualifications and experience, familiarity with the business, customers and suppliers of the Company, diverse talents, backgrounds and perspectives, and relevant regulatory and stock exchange membership requirements for the Board and its committees.
2. Identify, screen and recruit qualified director candidates for the Board and review such director candidates as the Committee determines appropriate, including pursuant to the description in the

Company's proxy statement or any Committee policy with regard to the consideration of director candidates recommended by the shareholders of the Company.

3. Review annually the contributions and independence of existing directors pursuant to the standards of independence of the NYSE and identify, select and recommend director nominee candidates to the Board for election or re-election at the Annual Meeting of Shareholders.
4. Conduct a periodic review of (i) corporate governance trends and practices, including evaluation of Board size, composition and activities, (ii) committees and committee membership, including consideration of periodically rotating chairs of committees, and (iii) the director retirement policy.
5. Annually review the corporate governance guidelines, 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 its certificate of incorporation and by-laws and recommend changes to the Board as appropriate.
6. Oversee the Company's Code of Business Conduct and Ethics, make periodic recommendations to the Board with respect to modifications of the code, and oversee procedures for administering and promoting compliance with the code, including any reports to be submitted to the Chair of the Committee.
7. Oversee the Company's Environmental and Social Governance (ESG) policies, reporting and programs and recommend changes as the Board sees as appropriate.
8. Establish and maintain procedures for the conduct of executive sessions of the independent directors.
9. Oversee the Company's process for evaluation of senior management.
10. Oversee the annual self-evaluation by the Board and its committees.
11. Review the Company's orientation program for new members of the Board and continuing education programs provided to directors to assist them in performing their Board responsibilities.
12. Review any director resignation letter tendered in accordance with the Company's director resignation policy and evaluate and recommend to the Board whether such resignation should be accepted.
13. Review, at least annually, (i) the Company's political contributions and lobbying activities, (ii) the Company's political contributions policy and any applicable Company guidelines and procedures, and (iii) oversee the controls and procedures that the Company institutes to provide that such contributions and activities are conducted in a legal and ethical manner.
14. Evaluate the performance of the Committee and assess the adequacy of the Committee's charter on an annual basis and make reports thereon to the Board.

Authority

The Committee may, at its sole discretion, engage director search firms, at the Company's sole expense, and has the sole authority to approve the fees and other retention terms with respect to any such firms. The Committee also has the authority, as necessary and appropriate, to consult with other counsel and outside advisors to assist in its duties to the Company.

The Committee has the authority to delegate any of its responsibilities to another committee, officer and/or subcommittees, as the Committee may deem appropriate in its sole discretion, subject to applicable law, rules, regulations and NYSE listing standards.

Outside Advisers

The Committee has the authority to retain, at the expense of the Company and in its sole discretion, to select, retain and obtain the advice of outside counsel, a director or executive search firm, or such other advisors as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter.

The Committee shall receive appropriate funding from the Company, set the compensation and oversee the work of such advisors.

Effectiveness

Adopted by the Board of Directors on, August 1, 2023.