

DISCLOSURE COMMITTEE CHARTER

THIS CHARTER WAS APPROVED BY THE BOARD ON
SEPTEMBER 29, 2021

PURPOSE

The purpose of the Disclosure Committee (the “*Committee*”) of Velo3D, Inc. (“*Velo3D*”) is to assist the Chief Executive Officer and Chief Financial Officer of Velo3D (collectively, the “*Senior Officers*”) in fulfilling their responsibilities:

- For the oversight of the production of quality information on a timely basis by Velo3D in (i) its filings with the Securities and Exchange Commission (the “*SEC*”) (the “*SEC Filings*”), (ii) its press releases containing financial information, earnings guidance, information about development and clinical milestones, collaborations, material acquisitions or dispositions or other information material to Velo3D’s security holders, and (iii) any such other materials as may be designated from time to time by any of the Senior Officers (collectively, the “*Disclosure Statements*”); and
- Receive the information accumulated, make inquiries when the Committee believes it appropriate to assure itself of completeness and reliability of such information and, in coordination with the Senior Officers, make determinations concerning materiality and required disclosure obligations on a timely basis, as more particularly described below.

This charter (the “*Charter*”) sets forth the authority and responsibility of the Committee in fulfilling its purpose.

MEMBERSHIP

The Committee shall be composed of officers and employees of Velo3D who are familiar with the critical operating aspects of Velo3D and have expertise to serve on the Committee and shall include the Senior Officers and any other officers or employees of Velo3D, as designated from time to time by any of the Senior Officers. Committee members may be removed by any of the Senior Officers at any time.

PROCEDURES

The Committee shall utilize the following procedures in fulfilling its responsibilities hereunder:

1. *Chair*. One member of the Committee shall be appointed by the Senior Officers as chair (the “*Chair*”). The Chair shall be responsible for:

- Scheduling and presiding over meetings and ensuring the preparation of meeting agendas and short-form written minutes;
- Coordinating the activities of the Committee;
- Working with the various business units or departments within Velo3D from which information is gathered and, if necessary, outside advisors, in connection with preparing Disclosure Statements;
- Interfacing with the Senior Officers, the Board of Directors (“*Board*”) and the Audit Committee of the Board; and
- Ensuring the preparation and implementation of a time and responsibilities schedule for the Committee.

2. *Charter Interpretation.* Any question regarding the interpretation of this Charter or the Committee’s procedures as set forth herein shall be directed to the Chair.

3. *Disclosure Statements.* The Committee may designate two or more officers, at least one of whom shall be knowledgeable about financial reporting and at least one of whom shall be knowledgeable about the disclosure obligations relating to Velo3D and who can, acting together, including in consultation with outside legal counsel at their discretion, review the Disclosure Statements (other than the SEC Filings) when circumstances do not permit the full Committee to meet and review such Disclosure Statements.

4. *Available Resources.* The Committee shall have full access to, and is authorized to confer with, Velo3D’s independent auditors, officers and employees, and the Committee may review any matter within the scope of the Committee’s responsibilities. The Committee may, with the prior approval of any of the Senior Officers, retain independent consultants to verify the accuracy and completeness of Velo3D’s disclosures.

RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purposes outlined above are set forth below. These duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given Velo3D’s needs and circumstances. The Committee may engage in such other activities, and establish such policies and procedures, from time to time as it deems necessary or advisable in implementing this Charter and fulfilling its responsibilities.

1. *Disclosure Controls and Procedures.* Assisting the Senior Officers in designing and establishing controls and other procedures (which may include controls and other procedures currently in use by Velo3D) to ensure that (i) information required to be disclosed by Velo3D in order to comply with federal and state securities laws is recorded, processed, summarized and reported accurately and on a timely basis, and (ii) such information is communicated to the Senior Officers and the Committee to allow timely decisions regarding such required disclosure (the “*Disclosure Controls*”).

2. *Internal Control Over Financial Reporting.* Assisting the Senior Officers in monitoring the integrity and effectiveness of Velo3D’s internal control over financial reporting. The Committee should work closely with the finance department and the internal auditors so that disclosure is consistent.

3. *Collection of Information.* Assuring that information potentially required to be disclosed is accumulated and communicated to the Committee and to test the accumulated information for reliability.

4. *Consultation with Senior Officers.* Meeting with the Senior Officers to assist them in complying with their certification obligations under the Securities Exchange Act of 1934, as amended.

5. *Preparation of Time and Responsibilities Schedules.* Preparing and updating a detailed time and responsibilities schedule for each Periodic Report (as defined below).

6. *Reviewing Disclosure Statements.* Reviewing and supervising the preparation of the Disclosure Statements and presenting them for review to the Senior Officers.

7. *Evaluating Disclosure Controls and Internal Control Over Financial Reporting.* Assisting the Senior Officers in evaluating the effectiveness and integrity of (i) the Disclosure Controls as of the date of the filing of Velo3D’s Annual Report on Form 10-K and each Quarterly Report on Form 10-Q (collectively, the “*Periodic Reports*”) and (ii) Velo3D’s internal control over financial reporting in connection with the filing of its Periodic Reports.

8. *Disclosure of Best Practices.* Regularly monitoring the financial press, social media and other third-party media for comments and criticisms targeted at or applicable to Velo3D and periodically reviewing the filings with the SEC made by other companies in the same industry as Velo3D and other related industries to ensure that the Senior Officers and other members of Velo3D’s management remain apprised of relevant trends in corporate disclosure practices.

MEETINGS

The Committee shall meet at least once each quarter in advance of the filing of the Periodic Reports and at any time upon the request of any of the Senior Officers.

REVIEW OF COMMITTEE PERFORMANCE AND CHARTER

The Committee will periodically review, discuss, and assess, the Committee’s performance. The Committee will periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Senior Officers for ratification.