

EVOLV TECHNOLOGIES HOLDINGS, INC.

INVESTMENT COMMITTEE CHARTER

I. Purpose

The purpose of the Investment Committee (the “Committee”) of the Board of Directors (the “Board”) of Evolv Technologies Holdings, Inc. (the “Company”) is to provide input and assistance to the Board in its (i) oversight of the Company’s investment strategy, liquidity, financial risk mitigation, and capital structure and (ii) evaluation of potential financings and strategic transactions, and to undertake such other duties and responsibilities as described in Section IV below.

II. Composition

The Committee must consist of at least three directors. Committee members must be appointed and may be removed, with or without cause, by the Board. One member of the Committee may be designated as the Chair. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee will meet as often as necessary to carry out its responsibilities, but no less than quarterly. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company’s bylaws.

The Committee may retain any counsel, consultants, experts, or advisors that the Committee believes to be necessary or appropriate and will have sole authority to approve such counsel, consultants, experts, or advisors’ fees and other terms and conditions of such counsel, consultants, experts, or advisors’ retention, including financial advisors, investment bankers, and other transaction-related advisors in connection with strategic transactions. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company’s bylaws.

The Committee shall keep regular minutes of its meetings and copies of written consents and report the same to the Board when required.

IV. Duties and Responsibilities

1. *Investment Strategy, Liquidity and Financial Risk Mitigation.* The Committee will oversee policies, practices and assessments relating to the Company’s (a) cash management and liquidity, (b) development and implementation of investment strategies for cash, cash equivalents and related assets, including providing input on the Company’s selection of depository banking facilities, (c) financial condition and

- outlook, and (d) strategies, policies, and programs related to financial risk management and mitigation. The foregoing would include any capital expenditure plans by the Company as well as uses of derivatives, swaps, hedges, and other similar risk management techniques.
2. Capital Structure. Provide input on the Company's capital structure (both equity and debt), including: (a) the principal terms and conditions of significant proposed borrowings and issuances of debt or equity securities by the Company; (b) sales or repurchases of equity or long-term debt, including share repurchase programs; (c) policies related to the Company's liquidity, cash needs or cash management; (d) changes to the Company's capital structure, including stock splits or other modifications to the Company securities, and (e) proposed dividend policies. Any changes to the Company's capital structure, including any financing transactions, shall require Board approval.
 3. Strategic Transactions. Provide input on potential strategic transactions, including mergers, acquisitions, divestitures, joint ventures, partnerships, minority or majority equity investments, and other similar strategic transactions by the Company, including: (a) proposed transaction structures and sources of financing; (b) key financial and other terms, valuation considerations and deal economics; (c) liquidity and capital structure implications of proposed transactions; and (d) risks related to transaction financing, integration, and financial execution. The Board must approve any such transaction.
 4. Emergency Circumstances. The Committee will have the authority to act on behalf of the Board, under circumstances it deems time critical in its sole discretion, to work with management to take action to protect the Company's financial health or preserve the Company's position with respect to a time-sensitive strategic transaction. If such action is taken, the Committee or the Company will report such action to the Board as soon as reasonably practicable. In such situations, the Company and the Committee will endeavor to reach all Committee members, but approval by a majority of Committee members present at a meeting will be sufficient to take the recommended action.
 5. Reports to the Board of Directors. The Committee must report regularly to the Board regarding the activities of the Committee.
 6. Review of this Charter. The Committee shall review and reassess this Charter no less than annually and submit any recommended changes to the Board for its consideration.