



Nominating & Corporate Governance Committee Policies and Procedures for Director Candidates

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Berkshire Grey, Inc. (the “**Company**”) has adopted this Policy in accordance with the proxy disclosure requirements set forth in the rules adopted by the Securities and Exchange Commission (“**SEC**”) and the corporate governance rules adopted by The Nasdaq Stock Market LLC.

I. Securityholder Recommendations and Nominations

A. Candidate Recommendations

The Committee is responsible for identifying individuals qualified to become members of the Board and its committees, and recommending candidates for the Board’s selection as director nominees for election at the next annual or other properly convened meeting of stockholders, with the goal of creating a balance of knowledge, experience and diversity. The Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third- party search firms or any other source it deems appropriate.

The procedures to be followed by securityholders in submitting recommendations for director candidates to the Committee are set forth below:

- All securityholder recommendations for director candidates must be submitted in writing to the Secretary or Chief Executive Officer of the Company at 140 South Road, Bedford, MA 01730.
- All securityholder recommendations for director candidates must be submitted to the Company not less than 120 calendar days prior to the date on which the Company’s proxy statement was released to stockholders in connection with the previous year’s annual meeting.
- All securityholder recommendations for director candidates must include the following information:
 - The name and address of record of the securityholder.
 - A representation that the securityholder is a record holder of the Company’s securities, or if the securityholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934.
 - The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate.
 - A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Policy.
 - Whether the proposed director candidate, if elected, assists in achieving a mix of Board

members that represents a diversity of background and experience, inclusive of gender, race, ethnicity, age, gender identity, gender expression and sexual orientation.

- o A description of all arrangements or understandings between the securityholder and the proposed director candidate.
- o The consent of the proposed director candidate (i) to be named in the proxy statement relating to the Company's meeting of stockholders and (ii) to serve as a director if elected at such meeting.
- o Any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the SEC.

B. Candidate Nominations

A securityholder that instead desires to nominate a person directly for election to the Board at an annual meeting of the stockholders must meet the deadlines and other requirements set forth in the Company's bylaws, as amended, restated or otherwise modified from time to time (the "**Bylaws**"), and the rules and regulations of the SEC. The Secretary of the Company will provide a copy of the Bylaws upon request in writing from a securityholder.

II. Identifying and Evaluating Nominees for Director

The Committee will use the following guidelines to identify and evaluate any individual recommended for nomination to the Board:

- In its evaluation of director candidates, including the members of the Board eligible for re-election, the Committee will consider the following:
 - o The current size and composition of the Board and the needs of the Board of Directors and the respective committees of the Board.
 - o Such factors as character, integrity, judgment, diversity, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business and industry, other commitments and the like. The Committee evaluates these factors, among others, and does not assign any particular weight or priority to any of these factors.
 - o Whether the proposed director candidate, if elected, assists in achieving a mix of Board members that represents a diversity of background and experience, inclusive of gender, race, ethnicity, age, gender identity, gender expression and sexual orientation.
 - o Other factors that the Committee may consider appropriate.
- The Committee requires the following minimum qualifications to be satisfied by any nominee for a position on the Board:
 - o High standards of personal and professional ethics and integrity.

- Proven achievement and competence in the nominee’s field and the ability to exercise sound business judgment.
- Skills that are complementary to those of the existing Board.
- The ability to assist and support management and make significant contributions to the Company’s success.
- An understanding of the fiduciary responsibilities that is required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities.
- If the Committee determines that an additional or replacement director is required, the Committee may take such measures that it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the Committee, the Board or management.
- The Committee may propose to the Board a candidate recommended or offered for nomination by a stockholder as a nominee for election to the Board.

III. Decision by Board of Directors

After the Committee makes its recommendations to the Board, the Board will have final authority on determining the selection of those director candidates for nomination to the Board.

IV. Modification of Policies and Procedures

The policies and procedures set forth herein may be modified at any time as may be determined by the Committee or the Board.

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Adopted July 23, 2021