



The Board of Directors (the “**Board**”) of Berkshire Grey, Inc. (the “**Company**”) has adopted the corporate governance guidelines set forth below to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, The Nasdaq Stock Market LLC (“**Nasdaq**”) and the Company’s certificate of incorporation, as amended, restated or otherwise modified from time to time (the “**Certificate of Incorporation**”) and the Company’s bylaws, as amended, restated or otherwise modified from time to time (the “**Bylaws**”). The Board and the Board’s Nominating and Corporate Governance Committee may review and amend these guidelines from time to time.

I. DIRECTOR QUALIFICATION STANDARDS

- **Director Criteria:** The Board shall consider and approve from time to time the criteria that it deems necessary or advisable for director candidates. The Board shall have full authority to modify such criteria from time to time as it deems necessary or advisable.

The Board has delegated to the Nominating and Corporate Governance Committee the responsibility for developing and recommending to the Board for its consideration and approval such criteria for director candidates as the Nominating and Corporate Governance Committee deems necessary or advisable. The Nominating and Corporate Governance Committee will recommend to the Board from time to time such criteria for its consideration and approval. The Board may, however, rescind this delegation to the Nominating and Corporate Governance Committee and thereafter the Board shall have the responsibility for developing and approving from time to time such criteria for director candidates as it deems necessary or advisable.

- **Process for Identifying and Selecting Directors:** The Board has delegated to the Nominating and Corporate Governance Committee the responsibility of identifying, subject to the terms of any applicable stockholders agreement with the Company, suitable candidates for nomination to the Board (including candidates to fill any vacancies that may occur) and assessing their qualifications in light of the policies and principles in these corporate governance guidelines, the Nominating and Corporate Governance Committee’s charter and any applicable stockholders agreement with the Company. The Nominating and Corporate Governance Committee will recommend director candidates for the Board’s consideration and review the prospective candidates’ qualifications with the Board. The Board must approve nominees for election by the stockholders as a director or to fill any vacancy that may occur.

In identifying director candidates, the Nominating and Corporate Governance Committee may consider all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.

- **Independence:** At least a majority of the directors shall meet the independence standards of the Stock Market Rules of The Nasdaq Stock Market LLC (the “**Nasdaq Stock Market Rules**”) as set forth in Rule 5605(a)(2) of the Nasdaq Stock Market Rules (or any successor provision thereto).

At least annually, the Board will evaluate all relationships between the Company and each director in light of relevant facts and circumstances for the purposes of determining whether a

material relationship exists that might signal a potential conflict of interest or otherwise interfere with such director's ability to satisfy his or her responsibilities as an independent director.

Directors must notify the Chair of the Nominating and Corporate Governance Committee in connection with any significant change in employment status so that the potential for conflicts or other factors compromising the director's ability to perform his or her duties may be fully assessed.

- **Limit on Number of Other Boards:** Carrying out the duties and fulfilling the responsibilities of a director requires a significant commitment of an individual's time and attention. The Board does not believe, however, that explicit limits on the number of other boards of directors on which the directors may serve, or on other activities the directors may pursue, are appropriate. The Board, however, recognizes that excessive time commitments can interfere with an individual's ability to perform his or her duties effectively. In connection with its assessment of director candidates for nomination, the Nominating and Corporate Governance Committee and the Board will assess whether the performance of any director has been or is likely to be adversely impacted by excessive time commitments, including service on other boards of directors. Directors must notify the Chair of the Nominating and Corporate Governance Committee in connection with accepting a seat on the board of directors of another business or non-profit organization so that the potential for conflicts or other factors compromising the director's ability to perform his or her duties may be fully assessed.
- **Term and Age Limits:** The Board does not believe that arbitrary limits on the number of consecutive terms a director may serve or on the directors' ages are appropriate in light of the substantial benefits resulting from a sustained focus on the Company's business, strategy and industry over a significant period of time. Each individual's performance will be assessed by the Nominating and Corporate Governance Committee and the Board in light of relevant factors in connection with assessments of candidates for nomination to be directors, including the need for new and diverse perspectives and experience.
- **Succession:** The Nominating and Corporate Governance Committee shall be responsible for developing succession plans for the Board as appropriate in light of relevant facts and circumstances.

II. DIRECTOR RESPONSIBILITIES

- **Role of Directors:** The business and affairs of the Company are managed by or under the direction of the Board, acting on behalf of the stockholders. The Board has delegated to the officers of the Company the authority and responsibility for managing the Company's daily affairs. The Board has an oversight role and is not expected to perform or duplicate the tasks of the Chief Executive Officer or senior management.
- **Attendance at Meetings:** Each director is expected to make reasonable efforts to attend regularly scheduled meetings of the Board and to participate in telephonic or video conference meetings or other special meetings of the Board. In the event that directors are unable to make at least 75% of those regular or special meetings (together with the meetings of committees on which such director serves), the Company will be required to disclose that fact in its annual proxy statement. In addition, attendance and participation at meetings is an important component of the directors' duties and, as such, attendance rates will be taken into account by the Nominating and Corporate Governance Committee and the Board in connection with assessments of director candidates for renomination as directors.

- **Time Commitment; Advance Distribution and Review of Materials:** Directors are expected to spend the time needed and meet as frequently as the Board deems necessary or appropriate to discharge their responsibilities. Senior management is responsible for distributing information and data that are important to the Board's understanding of the business to be conducted at a Board or Committee meeting to the Directors. Directors should review these materials in advance of the meeting when reasonably practicable.

III. BOARD STRUCTURE

- **Size of Board:** The Board reserves the right to increase or decrease the size of the Board, subject to any relevant provisions in the Bylaws, depending on an assessment of the Board's needs and other relevant circumstances at any given time.
- **Board Leadership:** The Board shall fill the positions of Chair and Chief Executive Officer based upon its view of what is in the best interests of the Company. The Chair may be, but need not be, the Chief Executive Officer, or may be another management director.
- **Lead Independent Director:** If the Chair of the Board is the Chief Executive Officer or another management director, then non-management directors shall select a non-management director to serve as the Lead Independent Director.
- **Committees:** The Board intends at all times to have an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each of these standing committees will have a written charter that sets forth the responsibilities of such committee and the qualifications for committee membership. The Board may from time to time establish additional committees as it deems necessary or appropriate. Membership on such committees is limited to independent directors meeting the independence requirements of the Nasdaq Stock Market Rules, the Sarbanes-Oxley Act of 2002 and any other related rules or regulations promulgated by the Securities and Exchange Commission and the Internal Revenue Service (as applicable), subject to phase-in periods. The Board retains discretion to form new committees or disband current committees depending upon the circumstances.
- **Executive Sessions:** The non-management directors will meet at regularly scheduled executive sessions without management participation and at least once each year an executive session with only independent directors present shall be held. If the Chair of the Board is a non-management director and an independent director, then the Chair of the Board will preside at these meetings. If not, then the Lead Independent Director will preside at these meetings. In either case, the name of the director who presides at these meetings and the process by which he or she is selected, will be disclosed, if required by SEC rules, in the Company's annual proxy statement or, if the Company does not file an annual proxy statement, in the Company's annual report on Form 10-K filed with the SEC. So that interested parties may make concerns known to the non-management directors, the Company will also disclose how such parties can communicate directly and confidentially with the director presiding over the executive sessions or with the non-management directors as a group.

IV. DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

In carrying out its responsibilities, the Board, and each committee thereof, may rely on the advice and information that it receives from management and such experts, advisors and professionals with whom the Board, or any such committee, may consult. The Board, and each committee

thereof, is authorized to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company, attend a meeting of the Board, or such committee, or meet with any members of or advisors to the Board or such committee. The Board or any committee thereof is authorized to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its or their responsibilities.

V. DIRECTOR COMPENSATION

- The form and amount of director compensation will be reviewed periodically, but at least annually, by the Compensation Committee, which shall make recommendations to the Board based on such review. The Board must approve the form and amount of director compensation.
- The Company's executive officers shall not receive additional compensation if they serve as directors.

VI. PERFORMANCE EVALUATION OF THE BOARD AND COMMITTEES

The Board will conduct a self-evaluation periodically to determine whether it and its committees are functioning effectively, and each committee of the Board will conduct a self-evaluation periodically to determine whether it is functioning effectively. These evaluations will consider the performance of the Board or the committee, as the case may be, as a unit. The Nominating and Corporate Governance Committee will oversee any such evaluation process.

VII. MISCELLANEOUS

- The Company will conduct an orientation program for each new director. The orientation will be designed to familiarize the new director with the Company's business and strategic plans, key policies and practices, principal officers and management structure, auditing and compliance processes and its Code of Business Conduct and Ethics. The Nominating and Corporate Governance Committee will be responsible for periodically providing materials or briefing sessions for continuing directors on topics that will assist them in discharging their duties.
- The Board does not believe directors who retire from, or change, their principal occupation or business association should necessarily leave the Board. However, promptly following any such event, the director should notify the Nominating and Corporate Governance Committee, so that it can review and advise the Board regarding the continued appropriateness of the director's Board membership.
- The Nominating and Corporate Governance Committee shall be responsible for developing a Chief Executive Officer succession plan for consideration by the Board and reporting on the plan to the Board.
- The Board believes that management should be responsible for communications with the press, media and other outside parties made on behalf of the Company, although individual Board members may, after consultation with or at the request of management or of the Board, communicate with outside parties on behalf of the Company.

- These guidelines do not modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights as may be available to the directors under applicable law and/or the Certificate of Incorporation and/or the Bylaws.
- Directors shall act at all times in accordance with the requirements of the Company's Code of Business Conduct and Ethics, which shall be applicable to each director in connection with his or her activities relating to the Company. Any waiver of the requirements of the Code with respect to any director can be provided only by the Board.
- Although these corporate governance guidelines have been approved by the Board, it is expected that these guidelines will evolve over time as customary practice and legal requirements change. In particular, guidelines that encompass current legal, regulatory or exchange requirements will be deemed to be modified as and to the extent such legal, regulatory or exchange requirements are modified. In addition, the guidelines may also be amended by the Board at any time as it deems appropriate.

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Adopted July 23, 2021