

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

(Effective as of March 24, 2021)

### PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Arrival (“**Arrival**”) is to assist the Board with respect to nominating potential board members and corporate governance matters, including:

- identifying, considering and recommending candidates for membership on the Board;
- developing and recommending corporate governance guidelines and policies for Arrival;
- overseeing the evaluation of the Board and its committees;
- advising the Board on corporate governance matters; and
- any related matters required by the federal securities laws.

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

### MEMBERSHIP

#### *Size and Appointment*

The Committee will consist of two or more members of the Board, with the exact number determined by the Board from time to time. All members of the Committee will be appointed by the Board and will serve at the Board’s discretion. Members of the Committee may be replaced or removed by the Board at any time, with or without cause, subject to the terms of that certain Nomination Agreement by and between the Company and its majority stockholder, Kinetik S.a.r.l. Resignation or removal of a director from the Board, for whatever reason, will automatically constitute resignation or removal, as applicable, from the Committee.

#### *Qualifications*

Each member of the Committee must meet the following criteria as well as any additional criteria required by applicable law, the rules and regulations (the “**Commission Rules**”) of the U.S. Securities and Exchange Commission (the “**Commission**”) or the rules and regulations of the securities exchange on which Arrival’s securities are listed (the “**Exchange Rules**”), or such other qualifications as are established by the Board from time to time:

Each member of the Committee must meet the independence requirements of the listing standards of the securities exchange on which Arrival’s securities are listed.

### *Chairperson*

The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “**Chair**”). If the Board does not appoint a Chair, the Committee members may designate a Chair by majority vote. The Chair will set the agenda for, preside over and conduct the proceedings of Committee meetings.

### **RESPONSIBILITIES**

The principal responsibilities and duties of the Committee are set forth below. These responsibilities and duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given Arrival’s needs and circumstances. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations, as the Board may request or prescribe, or as the Committee deems necessary or appropriate consistent with its purpose. These responsibilities are subject in all respects to the terms and conditions of that certain Nomination Agreement by and between the Company and its majority stockholder, Kinetik S.a.r.l.

#### *Board Composition, Independence and Nominating Activities*

The Committee will:

1. Periodically consider and assess the desirability of developing policies regarding director nomination processes and, if the Committee determines it appropriate to have such policies, to develop and recommend such policies.
2. Periodically consider and make recommendations to the Board regarding the size, structure and composition of the Board and its committees.
3. Develop and recommend to the Board the desired qualifications, expertise and characteristics of Board members.
4. Identify, consider and assist in recruiting qualified candidates for Board membership, consistent with criteria approved by the Board.
5. Oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board.
6. Review and recommend to the Board for its determination, the independence of the non-employee directors and members of the Committee, the Audit Committee, Compensation Committee and/or other independent committees of the Board.
7. Recommend for the Board’s selection all nominees to become members of the Board by appointment or to be proposed by the Board for election by the shareholders.

#### *Corporate Governance*

The Committee will:

8. Periodically consider procedures for shareholder communications with members of the Board.

9. Oversee a process for evaluating on an annual basis the performance of the Board, each committee and each director.

10. Periodically review and consider the Company's corporate governance policies.

## **STUDIES AND ADVISORS**

The Committee has the authority and right, at Arrival's expense, to retain consultants, accountants, legal counsel, experts and other advisors of its choice to assist the Committee in connection with its functions, including any studies or investigations, and shall have direct oversight of the work performed by such advisors and the right to terminate their services. The Committee will have the authority to approve the fees and other retention terms of such advisors.

Arrival will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any consultants, accountants, legal counsel, experts and other advisors retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

## **MEETINGS AND ACTIONS WITHOUT A MEETING**

Meetings of the Committee will be held from time to time, as determined by the Committee. A quorum of the Committee for the transaction of business will be a majority of its members. The Committee also may act by unanimous written consent in lieu of a meeting in accordance with Arrival's Articles of Association.

## **MINUTES AND REPORTS**

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will file such minutes and copies of written consents with the minutes of the meetings of the Board. The Committee will regularly report to the Board on its activities.

## **DELEGATION OF AUTHORITY**

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules, the Commission Rules and Arrival's Articles of Association, form and delegate, either exclusively or non-exclusively, authority to subcommittees. Subcommittees of the Committee will consist of one or more members of the Committee who will regularly report on their activities to the Committee.

## **REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER**

The Committee will evaluate on an annual basis the Committee's composition and performance. The Committee also will review and reassess the adequacy of this Charter annually and recommend to the Board any changes the Committee determines appropriate.