

# **Charter of the Nominating and Corporate Governance Committee of the Board of Directors of Satellogic Inc.**

(Effective as of March 26, 2025)

## **PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “**Nominating and Corporate Governance Committee**”) of the Board of Directors (the “**Board**”) of Satellogic Inc. (the “**Company**”) is to assist the Board in fulfilling its responsibilities for overseeing:

- Assist the Board in identifying individuals who are qualified to become members of the Board in accordance with criteria approved by the Board and select, or recommend to the Board that the Board select, specified individuals as the director nominees for each meeting of stockholders at which directors are to be elected.
- Recommend members for each Board committee.
- Develop and monitor corporate governance policies applicable to the Company, including, if applicable, the Company’s Corporate Governance Guidelines.
- Oversee the evaluation of the Board of the Company.

## **COMPOSITION**

### **1. Membership and Appointment**

The Nominating and Corporate Governance Committee will consist of at least two (2) members of the Board. Members of the Nominating and Corporate Governance Committee will be appointed by the Board and may be removed by the Board in its discretion.

Subject to any phase-in rules or interpretations that may be permitted, each member of the Nominating and Corporate Governance Committee shall be independent in accordance with the rules of The Nasdaq Stock Market LLC (“**Nasdaq**”), applicable rules and regulations promulgated by the Securities and Exchange Commission (the “**SEC**”) and other applicable laws.

### **2. Qualifications**

The members of the Nominating and Corporate Governance Committee must meet such qualifications as may be established by the Board from time to time.

### **3. Chairperson**

The Board may designate a chairperson of the Nominating and Corporate Governance Committee. In the absence of that designation, the Nominating and Corporate Governance Committee may designate a chairperson by majority vote of the Nominating and Corporate Governance Committee members.

## RESPONSIBILITIES

The following are the principal recurring responsibilities of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request.

### 1. Board Composition, Evaluation and Nominating Activities

The Nominating and Corporate Governance Committee will:

- Determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “**Director Criteria**”).
- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval consistent with the Director Criteria.
- Search for, identify, evaluate and select, or recommend for selection by the Board, candidates to fill new positions or vacancies on the Board consistent with the Director Criteria, and review any candidates recommended by stockholders, provided such stockholder recommendations are made in compliance with the Company’s bylaws and its stockholder nominations and recommendations policies and procedures.
- Review and consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s certificate of incorporation and bylaws.
- Evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for the selection of the Board, the director nominees by class for election to the Board by the stockholders at the annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected.
- Develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board.
- Evaluate the “independence” of directors and director nominees against the independence requirements of Nasdaq, applicable rules and regulations promulgated by the SEC and other applicable laws.
- Approve, or recommend to the Board for approval, and periodically review the policies and procedures for director candidates, stockholder communications policy and external communications policy, and approve, or recommend to the Board for approval, any changes deemed appropriate.

## **2. Board Committees**

The Nominating and Corporate Governance Committee will:

- Review annually the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes in structure, composition or mandate of committees, as well as the creation or dissolution of committees.
- Recommend to the Board persons to be members and chairpersons of the various committees.

## **3. Corporate Governance**

The Nominating and Corporate Governance Committee will generally advise the Board on corporate governance matters. The Committee will review the guidelines as needed and recommend changes as necessary.

## **4. Committee Charter Review**

The Nominating and Corporate Governance Committee will review and reassess the adequacy of this charter annually and will submit any recommended changes to the charter to the Board for approval.

## **5. Performance Review**

The Nominating and Corporate Governance Committee will review and assess the performance of the Nominating and Corporate Governance Committee on an annual basis.

## **MEETINGS AND PROCEDURES**

### **1. Meetings**

- The Nominating and Corporate Governance Committee will meet at least two times per year at such times and places as it determines. The chairperson of the Nominating and Corporate Governance Committee shall preside at each meeting. The chairperson will approve the agenda for the Nominating and Corporate Governance Committee's meetings and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Nominating and Corporate Governance Committee members present. The Nominating and Corporate Governance Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting, which shall constitute a valid action of the Nominating and Corporate Governance Committee if it has been executed by each Nominating and Corporate Governance Committee member and shows the date of execution. Any written consent will be effective on the date of the last signature or electronic consent, as the case may be, and will be filed with the minutes of the meetings of the Board.

- The Nominating and Corporate Governance Committee shall cause to be kept written minutes of its proceedings, which minutes will be filed with the minutes of the meetings of the Board.
- The Nominating and Corporate Governance Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Nominating and Corporate Governance Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Nominating and Corporate Governance Committee.

## **2. Reporting to the Board of Directors**

The Nominating and Corporate Governance Committee will report regularly to the Board regarding its activities and recommendations.

## **3. Authority to Retain Advisors**

The Nominating and Corporate Governance Committee will have the authority, in its sole discretion, to select and retain any internal or independent counsel, search firms and any other expert consultants or advisors to assist with the execution of its duties and responsibilities as set forth in this charter. The Nominating and Corporate Governance Committee will set the compensation and oversee the work of any such independent counsel, search firm, consultant or advisor. The Company will provide appropriate funding, as determined by the Nominating and Corporate Governance Committee, to pay any such independent counsel, search firm, consultant or advisor hired by the Nominating and Corporate Governance Committee and any administrative expenses of the Nominating and Corporate Governance Committee that are necessary or appropriate in carrying out its activities.

## **4. Subcommittees**

The Nominating and Corporate Governance Committee may form subcommittees for any purpose that the Nominating and Corporate Governance Committee deems appropriate and may delegate to such subcommittees such power and authority as the Nominating and Corporate Governance Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Nominating and Corporate Governance Committee will not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Nominating and Corporate Governance Committee as a whole.

## **5. Compensation**

Members of the Nominating and Corporate Governance Committee will receive such fees, if any, for their service as committee members as may be determined by the Board in its sole discretion.