

Gogoro Inc.  
Nominating and Corporate Governance Committee Charter  
(Effective as of [4<sup>th</sup>, April., 2022](#))

There shall be a Committee of the Board of Directors (the “Board”) of Gogoro Inc. (the “Corporation”) to be known as the Nominating and Corporate Governance Committee (the “Committee”) with purpose, composition, authority, duties and responsibilities, as follows:

**A. Purpose of the Committee**

The purpose of the Committee is to:

1. Consider and report periodically to the Board on matters relating to the identification, selection, qualification and recommendation to the Board of candidates for election to the Board and its committees; and
2. Advise and make recommendations to the Board with respect to corporate governance matters.

**B. Composition of the Committee**

The members of the Committee shall be appointed by the Board. The Committee will be composed of not less than two Board members. Each member shall be “independent” in accordance with applicable law, including the rules of the Nasdaq Stock Market LLC (“Nsadaq”) and the Securities and Exchange Commission (“SEC”), as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of the SEC and Nasdaq and such other qualifications as may be established by the Board from time to time. The Chair of the Committee shall be designated by the Board. The Chair of the Committee (or, in the Chair’s absence, a member designated by the Chair or the Committee) shall preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee’s activities.

Members of the Committee shall serve until their successors are duly elected and qualified or their earlier resignation or removal. The Board may remove or replace any member of the Committee.

**C. Committee Meetings**

The Committee shall meet as often as it deems appropriate to perform its duties and responsibilities under this charter. The Chair of the Board, any member of the Committee, or the Secretary of the Corporation may call meetings of the Committee. The Chair of the Committee, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee’s agenda. At the beginning of the year, the Committee will establish a schedule of agenda

subjects to be discussed during the year, to the extent foreseeable and practical. The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

#### **D. Authority and Resources**

The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel to attend a Committee meeting or to meet with any members of, or consultants to, the Committee. The Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel and expert advisors, and has the authority to hire and terminate independent legal, financial and other advisors as it may deem necessary, at the Corporation's expense, without consulting with, or obtaining approval from, any officer of the Corporation in advance. 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 Corporation's bylaws, or as otherwise delegated by the Board.

#### **E. Duties and Responsibilities**

The Committee shall:

1. Screen and recommend individuals to be elected by the Board to fill vacancies and newly created directorships, and the nominees to be elected as directors at any meeting of shareholders, based on, among other things, their independence, character, ability to exercise sound judgment, diversity, age, demonstrated leadership, and relevant skills and experience, including financial literacy, and experience in the context of the needs of the Board. The Committee is committed to actively seeking out highly qualified women and individuals from minority groups to include in the pool from which Board candidates are chosen.
2. Evaluate the independence of nominees to be elected as directors at any meeting of shareholders and recommend to the Board the Committee's determination regarding independence.
3. Develop a pool of potential director candidates for consideration in the event of a vacancy on the Board.
4. Oversee the annual Board performance evaluation process, including conducting surveys of director observations, suggestions and preferences.
5. Consider the performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection.
6. Evaluate and recommend termination of membership of individual directors in accordance with the Corporation's Bylaws, for cause or for other appropriate reasons.
7. Make recommendations to the Board concerning the size, structure and composition of

the Board and its committees.

8. Consider shareholder nominees for election to the Board and review shareholder proposals submitted to the Corporation for consideration at the Corporation's annual meeting of shareholders.
9. Develop, approve, review and monitor compliance with the Corporation's Code of Business Conduct and Ethics; consider questions of possible conflicts of interest of Board members and other corporate officers; review actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.
10. Consider matters of corporate governance and periodically review the Corporation's corporate governance policies and recommend to the Board modifications to the policies as appropriate.
11. Review the Committee's charter, structure, processes, and membership requirements and submit any recommended changes to the Board at least once a year.
12. Review the Corporate Governance Guidelines annually and submit any recommended changes to the Board.
13. Report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate at least once a year.