

ROCKET LAB USA, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of Rocket Lab USA, Inc. (the “**Company**”) has adopted these corporate governance guidelines 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 certificate of incorporation and bylaws of the Company. The Board may review and amend these guidelines from time to time.

I. DIRECTOR CRITERIA AND SELECTION

- A. **Process For Identifying and Selecting Directors:** The Board will delegate to the Nominating and Corporate Governance Committee (the “**NCG Committee**”) the responsibility to identify candidates for nomination to the Board (including candidates to fill vacancies) and assessing their qualifications in light of the policies and principles in these guidelines and the NCG Committee’s charter. The NCG Committee will recommend director candidates for the Board’s consideration and review the candidates’ qualifications with the Board. The Board shall retain the authority to nominate a candidate for election by the stockholders as a director and to fill vacancies.

In identifying director candidates, the NCG Committee may consider all facts and circumstances it deems appropriate, including, among other things, the candidate’s diversity, skills, depth and breadth of business experience, other background characteristics, and independence, and the needs of the Board.

- B. **Independence:** At least a majority of the members of the Board shall meet the independence requirements set forth in the NASDAQ Stock Market Rules.

The Board will periodically evaluate all relationships between the Company and each independent director for the purposes of determining whether a relationship exists that might represent a potential conflict of interest, prevent the director from qualifying as an independent director under the NASDAQ Stock Market Rules or otherwise interfere with the director’s ability to exercise independent judgment in carrying out the responsibilities of a director.

In addition, in determining the independence of any director who will serve on the Compensation Committee of the Board (the “**Compensation Committee**”), the Board will consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a member of the Compensation Committee.

- C. **Limit on Number of Other Boards:** Performing the duties and fulfilling the responsibilities of a director require a significant commitment of time and attention. The

Board does not believe, however, that explicit limits on the number of other boards of directors on which a director sits, or on other activities a director pursues, are appropriate. The Board, however, recognizes that excessive time commitments can interfere with a director's ability to perform and fulfill duties and responsibilities effectively. The NCG Committee will consider whether the performance of a director has been or is likely to be adversely affected by excessive time commitments, including service on other boards of directors. Directors must notify the Chair of the NCG Committee when accepting a seat on the board of directors of another business corporation so that the potential for conflicts or other factors compromising the director's ability to perform or fulfill duties and responsibilities may be fully assessed.

- D. **Change in Circumstances:** When a director's principal occupation or business association changes, the director shall inform the Chair of the NCG Committee. The NCG Committee shall review whether it would be appropriate for the director to continue serving on the Board and recommend to the Board whether, in light of the circumstances, the Board should consider requesting that such director offer to resign. Directors are also expected to inform the Chair of the NCG Committee of other events that could reasonably be perceived to be relevant to consideration about ongoing independence or service as a director.
- E. **Term and Age Limits:** The Board does not believe that limits on the number of consecutive terms a director may serve or on the directors' ages are appropriate in light of the substantial benefits of a sustained focus on the Company's business, strategy and industry over a significant period of time. Each director's performance will be assessed by the NCG Committee in light of relevant factors.

II. DIRECTOR RESPONSIBILITIES AND COMPENSATION

- A. **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 everyday affairs. The Board has an oversight role and is not expected to perform or duplicate the tasks of the Chief Executive Officer (the "CEO") or senior management.
- B. **Attendance at Meetings:** Each member of the Board is expected to make reasonable efforts to attend meetings of the Board, whether regular or special. If a director does not attend at least 75% of the Board's regular or special meetings (together with the meetings of committees on which the 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 NCG Committee in assessing directors for renomination as directors.
- C. **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 in advance to directors information important to the Board's understanding of

the business to be conducted at a Board or Committee meeting. Directors should review these materials before the meeting.

- D. **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 shall retain the ultimate authority to determine the form and amount of director compensation.

III. BOARD STRUCTURE AND PROCEDURES

- A. **Size of Board:** The Board reserves the right at any time to increase or decrease its size, subject to any provisions in the Company's certificate of incorporation and bylaws, depending on the Board's assessment of its needs and other factors. The size of the Board may vary based upon the size of the business and the availability of qualified candidates. Board size should facilitate active interaction and participation by all Board members. The Board will review from time to time the appropriateness of its size.
- B. **Board Leadership:** The Board shall fill the positions of Chair and CEO based upon its view of what is in the best interests of the Company. The Chair and CEO may, but need not be, the same person. In addition, the Board may appoint a lead independent director. The lead independent director will preside over periodic meetings of independent directors, serve as a liaison between the Chair and the independent directors and perform such additional duties as the Board may otherwise determine and delegate.
- C. **Committees:** The Board intends at all times to have an Audit Committee, a Compensation Committee and an NCG Committee. Each of these committees will have a written charter that sets forth its responsibilities and qualifications for committee membership. The Board may from time to time establish additional committees as it deems appropriate.
- D. **Executive Sessions:** The independent directors will meet at regularly scheduled executive sessions without the participation of management or non-independent directors. If the Chair is an independent director, then the Chair will preside at these meetings. If the Chair is not an independent director, then the director who presides at these meetings will be the lead independent director. In the event that the lead independent director is unavailable to attend such a meeting, then a majority of the independent directors in attendance may designate one independent director to preside at such meeting.
- E. **Director Access to Management and Independent Advisors:** In performing its responsibilities, the Board, and each committee, shall be entitled to rely on the advice and information it receives from management and the experts, advisors and professionals whom the Board, or a committee, may consult. The Board and each committee shall have the authority 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 provide advice to the Company, attend a meeting of the Board or committee or meet with any members of or advisors to the Board. The Board or any committee shall also have the authority to engage legal, accounting or other advisors to provide advice and information it deems appropriate to carry out its responsibilities.

- F. **Director Orientation and Continuing Education:** The Company will provide each new director with materials that are designed to familiarize the new director with the Company’s business. The Company will be responsible for periodically providing materials or briefing sessions for continuing directors on topics that will assist them in discharging their duties.
- G. **Management Succession:** The NCG Committee shall be responsible for overseeing the development of a succession plan for the CEO and other key officers of the Company.

IV. **RELATED PERSON TRANSACTION APPROVAL AND DISCLOSURE POLICY**

- A. All related person transactions must be reviewed, considered and approved by the Audit Committee of the Board (the “**Audit Committee**”) or, if a majority of the members of the Audit Committee do not constitute disinterested directors (i.e., directors that do not have a personal financial interest in the transaction that is adverse to that of the Company or its stockholders), a majority of the disinterested directors on the Board in advance of the Company or any of its subsidiaries entering into the transaction; provided that, if the Company or any of its subsidiaries enters into a transaction without recognizing that such transaction constitutes a related person transaction, this approval requirement will be satisfied if such transaction is ratified promptly after the Company recognizes that such transaction constituted a related person transaction. In connection with such approval, management of the Company will present information regarding the related person transaction, including a description of, among other things, the material facts, the interests, direct and indirect, of the related persons, the benefits to the Company of the transaction and whether the transaction is on terms that are comparable to the terms available to or from, as the case may be, an unrelated third party or to or from employees generally. The Company will collect information that it deems reasonably necessary from each director, executive officer and, to the extent feasible, significant stockholder to enable the Company to identify any existing or potential related person transactions and to effectuate the terms of this policy. The term “related person transaction” shall refer to a transaction required to be disclosed by the Company pursuant to Item 404 of Regulation S-K (or any successor provision) promulgated by the Securities and Exchange Commission, but such term excludes any transaction for which an obligation to disclose under Item 404 arises solely from the fact that a beneficial owner of more than 5% of a class of the Company’s voting securities (or an immediate family member of any such beneficial owner) has an interest in the transaction. This policy will be in addition to, and not in substitution of, any other policy of the Company relating to the approval of conflict of interest transactions.

V. **OTHER CORPORATE GOVERNANCE MATTERS**

- A. **No Limitation on Other Rights:** These guidelines are not intended to modify, eliminate or in any other manner limit the indemnification, exculpation and similar rights available to the directors of the Company under applicable law and/or the Company’s certificate of incorporation and/or its bylaws.
- B. **Modifications to Guidelines:** Although these guidelines have been approved by the Board, they may evolve over time as customary practice and legal requirements change. In particular, guidelines that reflect legal, regulatory or exchange requirements as they

currently exist will be deemed to be modified as and to the extent those requirements change. In addition, the guidelines may be amended by the Board at any time as it deems appropriate.

Adopted by the Board of Directors of Rocket Lab USA, Inc. on [_____].