

# ROCKET LAB USA, INC.

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### I. General Statement of Purpose

The general purpose of the Nominating and Corporate Governance Committee (the “NCG Committee”) of the Board of Directors (the “Board”) of Rocket Lab USA, Inc. (the “Company”) is to identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend director nominees to the Board for election at each annual meeting of stockholders.

In addition to the specific powers and responsibilities delegated to the NCG Committee in this Charter, the NCG Committee shall also carry out and may exercise any other powers or responsibilities as are assigned by law, the Company’s organizational documents or Corporate Governance Guidelines, or as may be delegated to it by the Board from time to time. The powers and responsibilities delegated by the Board to the NCG Committee in this Charter or otherwise shall be exercised and carried out by the NCG Committee as it deems appropriate without requirement of Board approval, and any decision (including any decision to exercise or refrain from exercising any of the powers delegated to the NCG Committee hereunder) shall be made by the NCG Committee in its sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the NCG Committee shall have and may exercise all the powers and authority of the Board.

### II. Composition

The NCG Committee will be composed entirely of directors who are independent directors pursuant to the Nasdaq Stock Market Rules, subject to any applicable exceptions in the Nasdaq Stock Market Rules. The number of directors serving on the NCG Committee shall be fixed by the Board from time to time but shall consist of no fewer than two directors.

The members of the NCG Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the NCG Committee. Vacancies, for whatever reason, may be filled by the Board. The Board shall designate one member of the NCG Committee to serve as Chair of the NCG Committee.

### III. Meetings

The NCG Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, which meetings may be in person or by conference telephone or other communications equipment by means of which all participants can hear each other.

A majority of the members of the NCG Committee shall constitute a quorum for purposes of holding a meeting and the NCG Committee may act by a vote of a majority of the members present at such meeting.

In lieu of a meeting, the NCG Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting to the extent permitted by the Company's bylaws, as may be adopted and amended by the Board from time to time.

The Chair of the NCG Committee, in consultation with the other committee members, may determine the frequency and length of the committee meetings and may set meeting agendas consistent with this Charter.

The Chair or a majority of the members of the NCG Committee may call meetings of the NCG Committee.

Following each of its meetings, the NCG Committee shall report on the meeting to the Board at the Board's next regularly scheduled meeting, including a description of all actions taken by the NCG Committee at the meeting. The NCG Committee shall keep written minutes of its meetings and deliver a copy of such minutes to the Company's Secretary for inclusion in the corporate records.

#### **IV. Authority and Responsibilities**

The NCG Committee's purposes, authorities and responsibilities shall be to:

##### **A. Review of Charter**

1. Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

##### **B. Identification and Recommendation of Director Nominees/Appointees and Committee Members; Review Stockholder Proposals**

1. Determine and, at least annually, review the specific minimum qualifications that the NCG Committee believes must be met by an NCG Committee-recommended nominee, if any, and any specific qualities or skills that the NCG Committee believes are necessary for one or more of the Company's directors to possess. Any such specific minimum qualifications or qualities or skills shall be set forth in the proxy statement relating to the Company's annual meeting of stockholders and otherwise to the extent required by applicable law.

2. Establish a policy with regard to the consideration of director candidates recommended by stockholders and establish procedures to be followed by securityholders in submitting recommendations for director candidates to the NCG Committee. The policy and procedures shall be set forth in the proxy statement relating to the Company's annual meeting of stockholders and otherwise to the extent required by applicable law.

3. Establish a process for identifying and evaluating nominees for election to the Board, including nominees recommended by securityholders.

4. Identify individuals qualified to become members of the Board, consistent with the criteria approved by the Board.

5. Recommend individuals to the Board for nomination for election as directors at each annual meeting of stockholders or for appointment as directors by the Board to fill any vacancy on the Board; provided that, if the Company is legally required by contract or otherwise to provide third parties the ability to nominate individuals for election to the Board, the selection and nomination of such nominees shall not be the responsibility of the NCG Committee.

6. Recommend to the Board directors for appointment as Chair and as members of Board committees.

7. Review all director nominations and proposals submitted to the Company by its stockholders, determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend action to the Board on each such nomination or proposal.

**C. Corporate Governance Guidelines; Code of Ethics**

1. Periodically review and reassess the adequacy of the Corporate Governance Guidelines and Code of Ethics and Employee Conduct and recommend any changes to the Board for approval.

**D. Management Succession Planning**

1. Oversee the development of a succession plan for the Chief Executive Officer and other key officers of the Company.

**V. General**

The NCG Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when it deems appropriate to discharge its responsibilities.

The NCG Committee shall make regular reports to the Board on matters for which it has been given responsibility.

In carrying out its responsibilities, the NCG Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the NCG Committee may consult. The NCG 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 render advice to the Company attend a meeting of the NCG Committee or meet with any members of or advisors to the NCG Committee. The NCG Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms. The NCG Committee shall receive appropriate funding from the Company, as determined by the NCG Committee in its capacity as a committee of the Board, for the payment of compensation to such advisors.

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