

ROCKLEY PHOTONICS HOLDINGS LIMITED

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As adopted by the Board of Directors effective as of August 11, 2021)

Purpose

The purpose of the Nominating and Corporate Governance Committee, and its subcommittees, as applicable (the “**Committee**”), of the Board of Directors (the “**Board**”) of Rockley Photonics Holdings Limited (the “**Company**”) shall be:

- (a) to identify, evaluate, recruit, and recommend to the Board for consideration and approval of individuals qualified to be members of the Board;
- (b) to develop and recommend to the Board a set of corporate governance principles applicable to the Company;
- (c) to oversee other matters of corporate governance, including environmental and social governance (“ESG”) matters relevant to the Company; and
- (d) oversee a regular process for assessing and improving the effectiveness of the board.

Membership and Procedures

The Committee shall consist of at least three members of the Board, with the exact number being determined by the Board and subject to any exceptions or transition periods for committee composition compliance available under the New York Stock Exchange (“**NYSE**”) and the Securities and Exchange Commission (the “**SEC**”) rules as deemed appropriate or necessary. Committee members shall be appointed from time to time by the Board having given consideration to the recommendations, if any, from the Committee, but not less than annually at its first meeting following the Annual Meeting of Shareholders. Also having given consideration to the recommendation, if any from the Committee, the Board shall designate a Chair of the Committee; provided that if the Board does not so designate a Chair, the members of the Committee, by a majority vote, may designate a Chair. The Chair (or in such person’s absence a member designated by the Chair) shall preside at all meetings of the Committee.

Committee members may be removed, without cause, by the affirmative vote of a majority of the Board at any time. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary, or the Board (unless the notice specifies a later time for the effectiveness of such resignation).

Unless waived by the Committee, members of the Committee shall meet the independence standards that may be established from time to time by the NYSE or the SEC and are applicable to the Committee, provided that any exemptions from the independence requirements set forth in such rules and regulations shall also be applicable to members of the Committee, as well as any independence standards that may be established from time to time by the Board or the Committee.

Resources and Authority

The Committee shall have the resources and appropriate authority, without seeking the approval of the Board, to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of outside search firms and other consultants or advisors to assist the Committee or a member of the Committee engaged in conducting the Committee's duties and responsibilities as it deems appropriate. The Committee may request any director, officer, or employee of the Company, the Company's outside counsel, independent auditors, or such other persons as it deems appropriate to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The Committee shall have full access to all books, records, facilities, and personnel of the Company in connection with the discharge of its responsibilities.

Delegation to Subcommittee

The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate, as are provided in the resolutions of the Committee, except to the extent such delegation is limited by applicable law, regulation, or listing standard. The actions of any such subcommittee shall be presented to the full Committee at the next scheduled Committee meeting.

Duties and Responsibilities

These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation, or listing standard.

Nominations and Appointments

- Evaluate and make recommendations regarding the size and composition of the Board, considering the evolution of the Company's strategy, its operational and talent priorities and the demands of effective governance.
- Identify, evaluate, recruit, and recommend to the Board based on criteria set forth in the Company's Corporate Governance Guidelines for consideration and approval the individuals to constitute the nominees of the Board for election as directors at the Annual Meeting of Shareholders or to fill vacancies on the Board.
- Establish procedures for the submission and consideration of candidates for nomination to the Board recommended by shareholders.
- Develop and recommend to the Board the qualification standards for directors and committee members, including defining specific criteria for independence, and from time to time or as necessary recommend to the Board any changes deemed appropriate by the Committee.

- Make recommendations to the Board regarding the composition of committees of the Board and the chair for each committee, with consideration of the desires of individual members of the Board.
- Review periodically with the Chairman of the Board and the Chief Executive Officer (“CEO”) the succession plan relating to the CEO and the management development plan, and thereafter make recommendations to the Board with respect to such plans.

Governance

- Assume a leadership role for the development of the Company’s approach to corporate governance effectiveness.
- Develop and recommend to the Board the Company’s Corporate Governance Guidelines and Procedures, and thereafter oversee and review such guidelines and procedures at least annually by identifying, reviewing, and recommending to the Board for approval any changes to the Company’s corporate governance framework.
- Periodically evaluate the Company’s risk management process in light of the nature of the material risks the Company faces and the adequacy of the Company’s governance policies and procedures designed to address risk, and recommend to the Board any changes deemed appropriate by the Committee.
- Review and reassess on an annual basis the adequacy of the Memorandum of Association and Articles of Association of the Company, the Audit Committee Charter, the Compensation Committee Charter, the Insider Trading and Communications Policy, and any such other charters and governance-related policies as the Board shall determine and recommend any proposed changes to the Board.
- Develop and recommend to the Board a code of business conduct and ethics applicable to members of the Board, officers, and employees of the Company that complies with applicable securities laws, regulations, and stock exchange rules, and from time to time or as necessary recommend to the Board any revisions to such code that the Committee deems appropriate or to ensure compliance with such laws, regulations, and rules.
- It is the Committee’s responsibility and duty to appropriately advise, manage and support environmental, social and corporate governance programs for governance and regulatory oversight.

Compliance and Evaluation

- Monitor compliance with Board and Board’s committee membership criteria, including compliance with applicable SEC and stock exchange requirements.
- Design and oversee the annual self-evaluation process of the Board and each of its committees and ensure appropriate actions are taken for continuous improvement of Board effectiveness.

- Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board. The Committee also shall undertake an annual evaluation assessing its performance with respect to its duties and responsibilities set forth in this Charter, which evaluation shall be reported to the Board. The self-assessment shall be conducted in such manner as the Committee deems appropriate.
- Make regular reports on the activities of the Committee to the Board.
- Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence, and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- Discuss with management, as appropriate, the policies, programs, practices, and reports concerning ESG, including sustainability, environmental protection, community and social responsibility, diversity, equity and inclusion, and human rights.
- The Nominating and Governance Committee may perform such other functions as may be requested by the Board from time to time.