

HYZON MOTORS INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As adopted by the Board of Directors effective as of July 16, 2021)

Committee Membership

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Hyzon Motors, Inc. (the “Company”) shall be composed of two or more non-employee directors, with the exact number being determined by the Board.

Members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed by the Board or until their earlier resignation or removal. The Board may at any time and in its discretion remove any member of the Committee and may fill any vacancy in the Committee. The Committee shall designate one member of the Committee as its chairperson. If the Committee Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership.

Each Committee member shall meet the “independence” requirements of the Nasdaq Stock Market (“Nasdaq”) listing standards and applicable laws, rules and regulations for governance committee membership and shall have such other qualifications as required by applicable law, the rules and regulations of the Securities Exchange Commission (“SEC”) or the Nasdaq Rules. The Board will determine the independence of each Committee member.

Committee Purposes and Responsibilities

The Committee shall:

1. identify qualified individuals to become Board members consistent 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;
2. make recommendations to the Board concerning the appropriate size, function, needs and composition of the Board and its committees;
3. advise the Board on corporate governance matters, including developing and recommending to the Board the Company’s corporate governance guidelines; and
4. oversee the evaluation of the Board.

To carry out its purposes, the Committee shall have the direct responsibility to:

1. review the qualifications of candidates for director suggested by Board members, stockholders, management and others in accordance with criteria that

- the Board establishes (“Director Criteria”);
2. evaluate the current composition, size, 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;
 3. evaluate the performance of the Board, committees of the Board and individual directors and determining whether continued service on the Board is appropriate;
 4. recommend to the Board a slate of nominees for election or re-election to the Board at each annual meeting of stockholders;
 5. recommend to the Board candidates to be appointed to the Board as necessary to fill vacancies and newly created directorships;
 6. evaluate nominations by stockholders and management of candidates for election to the Board;
 7. evaluate the “independence” of directors and director nominees against the independence requirements under the Nasdaq Rules and regulations promulgated by the SEC and such other qualifications as may be established by the Board from time to time and make recommendations to the Board as to the independence of directors and nominees;
 8. recommend to the Board directors to serve as members of each committee, as well as candidates to fill vacancies on any committee of the Board;
 9. evaluate any Compensation Committee interlocks among Board members and executive officers;
 10. monitor directors’ compliance with the Company’s stock ownership guidelines.
 11. annually review and, if necessary, recommend to the Board changes to the Company’s Corporate Governance Guidelines;
 12. make recommendations to the Board concerning the frequency and content of Board meetings;
 13. develop, recommend to the Board and oversee an annual self-evaluation process for the Board and its committees;
 14. administer the Company’s Code of Conduct for Non-Employee Directors (the “Code”) and, at least annually, meet with the Corporate Secretary to review the Code and, if necessary, recommend changes to the Code to the Board;
 15. advise and make recommendations to the Board on corporate governance matters, to the extent these matters are not the responsibility of other committees; and
 16. perform any other duties and responsibilities that are consistent with the Committee’s purpose, the Company’s Certificate of Incorporation and By-Laws, and governing law, as the Board or the Committee deems necessary or appropriate.

Meetings and Operations

The Committee shall meet as often as it deems appropriate to carry out its duties and responsibilities, but no fewer than two times annually. The Committee may request any director, officer or employee of the Company, the Company's outside counsel and such other persons as it deems appropriate in order to carry out its responsibilities 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, including by meeting in executive session without management and as a committee, if appropriate.

The Committee Chair, in consultation with the other Committee members, shall set meeting agendas and shall preside at each meeting.

The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws. Members of the Committee may participate in a meeting of the Committee by means of conference call or other similar means of communication in which all persons participating in the meeting can hear one another. The Committee shall maintain written minutes of the Committee meetings and actions, which minutes and actions shall be filed with the minutes of the meetings of the Board.

Delegation to Subcommittee

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. If designated, each such subcommittee shall establish its own schedule and maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals, provided such approvals are presented to the Committee at a subsequent meeting.

Reporting to the Board of Directors

The Committee shall report its activities to the Board on a regular basis and make such recommendations with respect to its responsibilities and other matters as the Committee deems necessary or appropriate.

Performance Evaluation

The Committee shall conduct and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Audit Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Audit Committee designated by the Committee to make the report.

Access; Resources and Authority of the Committee

In fulfilling its responsibilities, the Committee shall have full access to all of the Company's books, records, facilities and personnel. The Committee shall also have the resources, funding and sole authority to discharge its duties, including the authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, search firms or other experts and advisors, as it deems necessary or appropriate to carry out its duties without seeking approval of the Board or management.

The Company shall provide for appropriate funding, as reasonably determined by the Committee, for payment of: (i) compensation to any advisers the Committee engages; and (ii) the Committee's ordinary administrative expenses that are necessary or appropriate to carry out its duties and responsibilities.