

OWLET, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Owlet, Inc. (the “*Company*”) is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of stockholders and director candidates to fill vacancies occurring between annual meetings of stockholders, to develop and recommend to the Board a set of Corporate Governance Guidelines, to recommend to the Board the composition of the committees of the Board, to oversee the evaluation of the Board and to take a leadership role in shaping the corporate governance of the Company, and in overseeing the Company’s positions on corporate social responsibilities and public issues of significance which affect investors and other key stakeholders.

II. COMPOSITION

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the New York Stock Exchange, subject to any available exception. Committee members must be appointed and may be removed at the discretion of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation, removal, disqualification or death. Unless a Chair of the Committee is designated by the Board, the Committee may designate a Chair.

III. MEETINGS, PROCEDURES AND AUTHORITY

The Committee will meet as often as necessary or advisable to carry out its duties and responsibilities. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee. Except as may be provided under the Company’s certificate of incorporation or bylaws, all meetings of the Committee may be held telephonically or by other electronic means. In addition, except as may be provided under the Company’s certificate of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee shall be given full access to the Company’s Board, corporate executives and employees, as necessary to carry out these responsibilities.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain or obtain advice from consultants, legal counsel or other advisers (independent or otherwise) that the Committee believes to be necessary or advisable to carry out its responsibilities and has the authority to approve related fees and retention terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to any search firm and outside advisers.

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, the Company’s bylaws and applicable NYSE rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

IV. DUTIES AND RESPONSIBILITIES

1. *Director Nominees.* The Committee shall determine the qualifications, qualities, skills, and other expertise required to be a director and develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (which criteria shall be set forth in the Company's corporate governance guidelines (the "*Corporate Governance Guidelines*"). The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders and director candidates to fill vacancies occurring between annual meetings of stockholders.

2. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

3. *Board Leadership Structure.* The Committee will periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any proposed changes to the Board.

4. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

5. *Director Orientation and Continuing Education.* The Committee may participate in director orientation and education in accordance with the Corporate Governance Guidelines.

6. *Board and Committee Evaluations.* The Committee will oversee the annual self-evaluation of the Board and its committees.

7. *Other Corporate Governance Matters.* The Committee shall oversee the Company's corporate governance practices and procedures, and may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation and bylaws, and the charters of the Company's other committees.

8. *Succession Planning.* The Committee will be responsible for overseeing the Company's succession plan for the Chief Executive Officer and other executive officers.

9. *Corporate Social Responsibility ("CSR").* The Committee may periodically review the Company's initiatives, including with regard legislative and regulatory trends, that further the Company's corporate social responsibility and impact the Company's key stakeholders and the community.

10. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

11. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

12. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

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Effective Date: July 15, 2021