

NEXTNAV INC.

CORPORATE GOVERNANCE GUIDELINES

(Effective October 28, 2021)

The Board of Directors (the “**Board**”) of NextNav Inc. (the “**Company**”) is committed to the achievement of business success and the enhancement of long-term stockholder value with the highest standards of integrity and ethics. In that regard, the Board has adopted these guidelines (these “**Guidelines**”) to provide an effective corporate governance framework for the Company, intending to reflect a set of core values that provide the foundation for the Company’s governance and management systems and its interactions with others.

I. Ethics and Values

The Board and management are responsible for managing and operating the Company’s business with the highest standards of responsibility, ethics and integrity. In that regard, the Board expects each director, as well as each member of senior management, to lead by example in a culture that emphasizes trust, integrity, honesty, judgment, respect, managerial courage and responsibility. Furthermore, the Board also expects each director and each member of senior management to act ethically at all times and to adhere to the policies, as well as the spirit, expressed in the Company’s Code of Conduct and Ethics. No waiver of the Code of Conduct and Ethics for a director or executive officer shall be permitted without the approval of the Board.

II. Roles of Board and Management

Respective Roles of Board of Directors and Management — The Board of Directors of the Company is elected annually by stockholders to oversee the management of the Company in the long-term interest of its stockholders. The basic responsibility of the members of the Board is to exercise their business judgment to act in what each director reasonably believes to be in the best interests of the Company and its stockholders. The Board approves the selection of the senior management team, which is responsible for the day-to-day conduct of the Company’s business. The Company’s management is responsible for operating the Company’s business effectively and ethically and for formulating and executing long-term strategic plans and annual operating plans, under the Board’s oversight, in order to produce long-term value for the Company’s stockholders.

Board Responsibilities — Consistent with the oversight function of the Board, the primary responsibilities of the Board and its committees include, but are not limited to the following:

- evaluating the performance of the Chief Executive Officer (“**CEO**”) and the executive leadership team, and setting their compensation;
- planning for CEO and senior management succession and overseeing management development;
- reviewing and overseeing the implementation of the Company’s strategic plans and objectives;

- overseeing legal and ethical compliance;
- overseeing the integrity of the Company's financial statements and the Company's financial reporting processes;
- overseeing the Company's processes for assessing and managing risk;
- nominating directors, appointing committee members shaping effective corporate governance; and
- advising and counseling management regarding significant issues facing the Company, and reviewing and approving significant corporate actions.

III. Board Composition and Structure

Evaluation of the Leadership Structure — The Nominating and Corporate Governance Committee (“**Nominating Committee**”) shall review the Board’s leadership structure periodically, considering the Corporation’s circumstances from time to time. As part of this review, the Nominating Committee shall evaluate (i) the leadership positions the Corporation should have (e.g., Chair of the Board, Lead Independent Director (if any), and CEO), (ii) the responsibilities of those positions, and (iii) the qualifications for those positions, including whether the position of Chair of the Board should be held by the CEO or by another director. The Nominating Committee shall make its recommendations to the full Board, which will be responsible for approving the leadership structure of the Board.

Chair of the Board — The Chair of the Board shall be elected annually. Nominations for the Chair of the Board shall be made by the Nominating Committee. The Director receiving a majority of the votes cast by the other Directors shall be elected to serve as Chair.

Lead Independent Director (if any) — In the event that the offices of the CEO and the Chair of the Board are not separate, or the Chair of the Board shall otherwise be determined by the Board to not meet or no longer meet the qualifications of an Independent Director, the Independent Directors on the Board may choose to elect a Director to serve as the “**Lead Independent Director**” of the Board. The Lead Independent Director must be an Independent Director. If applicable, the Lead Independent Director shall be elected annually. Nominations for the Lead Independent Director shall be made by the Nominating Committee. The Independent Director receiving a majority of the votes cast by the other Independent Directors shall be elected to serve as the Lead Independent Director. The Corporation’s proxy statement for each annual meeting of shareholders shall identify the current Lead Independent Director, if any.

Duties of the Lead Independent Director — The Lead Independent Director, if applicable, shall:

- preside at all meetings of the Board where the Chair is not present;
- preside at all meetings and executive sessions of the Independent Directors;
- call meetings of the Independent Directors, as needed;
- meet regularly with the CEO;
- serve as a liaison between the CEO and the Independent Directors;
- develop the agendas for meetings of the Independent Directors;
- approve Board meeting agendas and schedules;
- review information sent to the Board; and

- meet with shareholders as appropriate.

General Qualifications — The Nominating Committee is responsible for developing and recommending to the Board for its approval general criteria and qualifications for director candidates, including character, ability to exercise sound judgment, diversity (including racial, ethnic and gender diversity), demonstrated leadership, skills, experience, education, independence, and other characteristics and periodically review these criteria with the Board.

Candidates nominated for election or reelection to the Board must possess the following minimum characteristics:

- the highest level of personal and professional ethics, integrity and values;
- demonstrated strong business judgement and professional achievement;
- expertise that is useful to the Company and complementary to the background and experience of other Board members;
- willingness to devote the required time to carrying out the duties and responsibilities of Board membership;
- strong sense of professionalism;
- willingness to represent the best interests of all stockholders and objectively appraise management performance; and
- involvement only in activities or interests that do not conflict with the director's responsibilities to the Company and its stockholders.

The criteria shall reflect the Board's commitment to actively develop a diverse pool of individuals from which director nominees may be selected, including as may be required under applicable law.

Any director nomination policy adopted by the Board shall be considered an integral part of these Guidelines.

Independence — The Board believes that its primary function is to manage the Company's business in a manner consistent with the best interests of the stockholders, and that those interests are best served by having disinterested, independent directors on the Board. Consequently, at all times, a majority of directors will be "independent." For this purpose, a director shall be considered to be "independent" only if the Board affirmatively determines that the director does not have any direct or indirect material relationship with the Company that may impair, or appear to impair, the director's ability to make independent judgments and the director otherwise satisfies the standards of "independence" applicable to directors of Nasdaq-listed companies.

In connection with the Board's assessment and determination of each director's independence, the Board shall broadly consider all relevant facts and circumstances and shall apply the following standards:

- (a) A director will not be considered to be "independent" if any of the following conditions exist at the time of determination:

- (1) the director is, or at any time during the past three years was, employed by the Company;
- (2) the director accepted or has a family member who accepted any compensation from the Company in excess of \$120,000 during any period of twelve consecutive months within the past three years, other than the following:
 - (i) compensation for Board or Board committee service,
 - (ii) compensation paid to a family member who is an employee (other than an executive officer) of the Company, or
 - (iii) benefits under a tax-qualified retirement plan or non-discretionary compensation;
- (3) the director is a family member of an individual who is, or at any time during the past three years was, employed by the Company as an executive officer;
- (4) the director is, or has a family member who is, a partner in, or a controlling stockholder or an executive officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed five percent of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following:
 - (i) payments arising solely from investments in the Company's securities, or
 - (ii) payments under non-discretionary charitable contribution matching programs;
- (5) the director is, or has a family member who is, employed as an executive officer of another entity where at any time during the past three years any of the executive officers of the Company serves on the compensation committee of such other entity; or
- (6) the director is, or has a family member who is, a current partner of the Company's outside auditor, or was a partner or employee of the Company's outside auditor who worked on the Company's audit at any time during any of the past three years.

For purposes of the above, "family member" includes spouse, parents, children, siblings, mothers-in-law, fathers-in-law, sons-in-law, daughters-in-law, brothers-in-law, sisters-in-law and other persons living in the director's home (not including employees of the director).

- (b) The following relationships will not, in and of themselves, be considered to be material relationships that would impair, or appear to impair, a director's ability to make independent judgments and, therefore, will not alone prevent the director from being considered to be "independent":

- (1) the director is an executive officer of a company that does business with the Company and the other company's annual sales to, or purchases from, the Company are less than one percent of the Company's annual revenues and less than one percent of the annual revenues of the other company;
- (2) the director is an executive officer of a company that is indebted to the Company or is an executive officer of a company to which the Company is indebted and, in either case, the aggregate amount of such debt is less than one percent of the Company's total consolidated assets and less than one percent of the total consolidated assets of the other company;
- (3) the director serves as an executive officer, director or trustee of a charitable organization to which the Company or any of its directors or executive officers contributes and the combined annual contributions to such organization by the Company and its directors and executive officers are less than one percent of that organization's total annual charitable receipts;
- (4) the director or a family member of the director has a direct or indirect interest in a transaction in which the Company is or is proposed to be a participant under circumstances that do not require disclosure pursuant to Item 404 of Regulation S-K (e.g., the amount involved in the transaction does not exceed \$120,000 or the interest of the director or his or her family member is immaterial); and
- (5) any relationship that is similar to, but more attenuated than, any of the relationships described above.

The Board will review annually all commercial and charitable relationships between each director and the Company and will make a determination of such director's independence, and the Company will disclose the Board's determinations in the proxy statement relating to the annual meeting of stockholders.

The Board recognizes that members of certain Board committees may be subject to more stringent standards of "independence" pursuant to applicable rules and regulations, including The Nasdaq Stock Market listing requirements, accounting and auditing rules and federal securities or tax laws. Any such more stringent standards will be reflected in the charter of the applicable committee.

Conflicts of Interest — If a Director, directly or indirectly, has a financial or personal interest in a contract or transaction to which the Company is to be a party, or is contemplating entering into a transaction that involves the use of corporate assets or competition against the Company, the Director shall be considered to be "interested" in the matter. The Director shall contact the Chairs of the Nominating Committee and the Audit Committee to disclose such potential relationship. The Director's involvement or interest will be reviewed by the Audit Committee, and the Audit Committee shall then make a recommendation to the Board. Loans from the Corporation to Directors are strictly prohibited.

Size of Board and Selection Process — The number of directors constituting the full Board shall be determined from time to time by the Board, within any limits prescribed by the Company's

Bylaws, taking into account the size and breadth of the Company's business and the need for Board diversity.

The Nominating Committee shall periodically consider and make recommendations to the Board concerning the appropriate size and needs of the Board. The Nominating Committee considers candidates to fill new positions created by increases in the size of the Board and vacancies that occur by resignation, by retirement or for any other reason. When evaluating candidates for nomination as new directors, the Nominating Committee will consider (and will ask any search firm that it engages to provide) a set of candidates that reflects the general qualifications described above and shall include both underrepresented people of color and different genders. When formulating its nominations, the Nominating Committee may consider the advice and recommendations offered by management, other Board members, stockholders of the corporation and/or outside investors.

Retirement or Withdrawal of Directors; Conflicting Commitments — The Board believes that directors should serve only so long as they add value to the Board. A director's contributions to the Board and ability to continue to contribute productively will be considered by the Nominating Committee each time a director is considered for renomination. No director will be asked to retire or withdraw from the Board without the approval of a majority of the remaining independent directors.

Recognizing that the most important factor in renomination considerations is a director's contributions to Board deliberations and processes rather than length of service, the Board has not established any term limits on Board service.

Each director must be willing and able to devote sufficient time and attention to carrying out his or her duties and responsibilities effectively. While the Board acknowledges the value in having directors with significant experience in other businesses and activities, it also understands that effective service requires substantial commitment. Generally, a director should not serve on more than five public company boards, including the Company's. The nature and extent of a director's non-Company activities will be taken into account in annual renomination considerations, as well as in determining the propriety of the director's continued service on the Board, as described below.

Directors who are executive officers of the Company may serve on the board of directors of no more than two public companies, including the Company's Board. Non-employee Directors may serve on the board of directors of no more than five public companies. Directors who serve on the Company's Audit Committee may not serve on the audit committees of more than three public companies, including the Company's, (unless the Board has determined that such service would not impair the ability of the Director to effectively serve on the Company's Audit Committee).

Each director shall notify the Nominating Committee (a) prior to accepting a directorship or other position of responsibility with another company and (b) prior to or promptly following a significant change in personal circumstances (including a change in employment or principal job responsibilities). The Nominating Committee will review and evaluate the circumstances and will determine whether the director's continued service on the Board would be appropriate under

those circumstances. If the Nominating Committee determines that the director's continued service on the Board would not be appropriate under the circumstances, the director shall be requested to resign and, for as long as such debilitating circumstances persist, the director shall not be nominated for election to the Board. However, no notice or evaluations shall be necessary for a director's continued service on any public company board on which such director was serving on the date such director joined the Board. Service on boards of other organizations should be consistent with the Company's Code of Business Conduct and Ethics and the rules of the Nasdaq.

Additionally, the CEO must seek the approval of the Board before accepting membership on other public company boards. Neither the CEO nor an executive officer of the Company may serve on any board of directors of a company if the CEO or another executive officer of that company is serving on the Board.

IV. Conduct of Board Meetings

Number of Meetings and Attendance — The Board shall be responsible for determining the appropriate number of regular meetings to hold each fiscal year. Each director is expected to attend all regular meetings of the Board and of the committees of which he or she is a member, and is expected to make every effort to attend any specially called Board or committee meetings. In addition, each director is encouraged to attend the annual meeting of stockholders each year.

Except for the executive sessions of independent directors (as discussed below) and unless otherwise requested by the Board, the CEO, the Chief Financial Officer (the “**CFO**”) and the General Counsel (if any) shall attend all Board meetings. In addition, the Chair of the Board may request other members of management to attend all or any portion of any Board or committee meeting for discussion purposes or to make appropriate presentations.

Meeting Agenda — The Board shall be responsible for its agenda, and each director is encouraged to suggest agenda items to the Chair of the Board or, for executive sessions of independent directors, the applicable presiding director at any time.

Pre-Meeting Materials — Prior to each regularly scheduled Board meeting, the Chair of the Board shall distribute or cause to be distributed appropriate written materials relating to the substantive agenda items to be discussed at that meeting (unless confidentiality or sensitivity concerns warrant that materials be distributed only at the meeting) sufficiently in advance of the meetings to allow directors to review and prepare for discussion of the items at the meeting. Each director is expected to review such materials prior to the applicable meeting, if practicable. Each director is encouraged to offer suggestions to the Chair of the Board regarding the nature or extent of information or materials that are regularly distributed in advance of Board meetings.

Executive Sessions of Independent Directors — The “independent” directors (as determined pursuant to these Guidelines) shall meet regularly, and in any case, at least two times each year, in executive session. The Lead Independent Director, if any, shall preside over each executive session. In the absence of a Lead Independent Director, a presiding director shall be elected by majority vote of such directors at the preceding executive session to preside over the next executive session of independent directors.

Confidentiality — The proceedings and deliberations of the Board and its committees, along with any information received in connection with a Director’s service as a Director, are confidential and must not be shared or discussed outside of the context of a Board or committee meeting.

V. Committees of the Board

Overview — The Board has a general policy that all major decisions should be considered by the Board as a whole, except as required by law or a rule of Nasdaq or for specific delegations in the committee charters. The Board maintains three standing committees – the Audit Committee, the Compensation and Human Capital Committee (“**Compensation Committee**”) and the Nominating and Corporate Governance Committee (“**Nominating Committee**”). Each committee is governed by a written charter approved by the full Board. These written charters are available on the Company’s website. Once approved, each committee charter shall be considered to be an integral part of these Guidelines. Each committee shall review its charter at least annually and shall report the results of such review (including any recommended changes) to the full Board. Whenever a committee, pursuant to its charter, makes a decision or takes an action on behalf of the Board, the committee, through its chair, shall promptly make a report to, or otherwise notify, the full Board of such decision or action. The Board shall convene other standing or special committees as it deems appropriate.

Committee Composition — The Board determines committee assignments and chairmanships as a whole based on the recommendations of the Nominating Committee.

Membership — The membership of each committee (including the number and identity of directors comprising the committee and the director designated to serve as committee chair) shall be determined by the full Board, acting with the recommendation of the Nominating Committee. The Nominating Committee shall also consider the rotation of Chairpersons and members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors. Concurrent membership on more than one committee is also desirable where practicable. Each member of the Audit, Compensation, and Nominating committees will be independent as defined in the applicable listing standards, laws and regulations.

Conduct of Committee Meetings — Consistent with its purpose (as stated in its charter), each committee shall be responsible for determining the frequency and length of committee meetings and the agenda of items to be discussed. The chair of each committee, in consultation with appropriate members of management, shall develop the agenda for each committee meeting and shall prepare and distribute appropriate written materials prior to the meeting. Each committee shall maintain written minutes of its meetings, reflecting matters considered and actions taken, which will be filed with the minutes of the Board. Each committee shall regularly report to the full Board regarding matters reviewed and actions taken by the committee and make appropriate recommendations for action by the Board.

VI. Other Board Operations and Practices

Access to Senior Management — Each director shall have complete and open access to management. Directors are encouraged to coordinate such access or contact with management through the Chair of the Board.

Director Orientation and Education — Management shall be responsible for providing orientation materials and arranging orientation meetings for new directors, as well as periodically providing materials or briefing sessions for all directors on subjects that would assist them in discharging their Board duties.

Self-Evaluation — The Board will conduct an annual self-evaluation to identify areas of concern or potential issues relating to the processes, performance and effectiveness of the Board or such committee, as the case may be. These evaluations will be administered by the Nominating Committee and will be reviewed and discussed with the full Board.

Evaluation of CEO — On an annual basis, the Board shall evaluate the performance and effectiveness of the CEO.

Management Succession and Development Planning — The Board, with recommendations from the Compensation Committee, shall approve and maintain a succession plan for the CEO.

Compensation of Board — The Compensation Committee shall have the responsibility for approving all compensation and benefits for non-employee directors. The Board believes that the amount of director compensation should be fair and competitive in relation to director compensation at other companies with businesses similar in size and scope to the Company's businesses; the type of compensation should align directors' interests with the long-term interests of stockholders; and the structure of the compensation program should be simple, transparent and easy for stockholders to understand. On an annual basis, the Compensation Committee shall review non-employee director compensation and benefits (including insurance and indemnification) with the full Board.

Reporting of Concerns to Independent Directors or the Audit Committee — Anyone who has a concern about the Company's conduct, accounting, financial reporting, internal controls or auditing matters may communicate that concern directly to the independent directors (as a group) or to the Audit Committee (through the committee chair). Such communications may be confidential and anonymous, and may be e-mailed, submitted in writing or reported by phone to the chair of the Company's Audit Committee. All such concerns will be forwarded to the appropriate directors for their review and will be simultaneously reviewed and addressed by the chair of the Company's Audit Committee in the same way that other concerns are addressed by management. The status of all outstanding concerns addressed to the independent directors or the Audit Committee will be reported to the full Board on a quarterly basis. The independent directors or the Audit Committee may direct special treatment, including the retention of outside advisors or counsel, for any concern addressed to them. The Company's Code of Conduct and Ethics prohibits any employee from retaliating or taking any adverse action against anyone for raising or helping to resolve an integrity concern.

Access to Independent Advisors — The Board and its committees, as well as the independent directors acting in executive session as described under the "*Conduct of Board Meetings* —

Executive Sessions of Independent Directors,” section shall have the right at any time to retain and compensate independent outside financial, legal or other advisors.

Stockholder Ratification of Independent Auditors — Although the Board acknowledges that current law, rules and regulations, as well as the charter of the Board’s Audit Committee, require the Company’s independent auditors to be appointed, retained, evaluated and supervised by the Audit Committee, the Board considers the selection of independent auditors to be an important matter of stockholder concern and considers a proposal for stockholders to ratify such selection to be an important opportunity for stockholders to provide direct feedback to the Board on an important issue of corporate governance. Consequently, the Board will present such a proposal to the stockholders in the proxy statement related to each annual meeting of stockholders.

Board Interaction With Institutional Investors, the Press and Others — The Board believes that management should speak for the Company. Individual directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. However, it is expected that directors will do so only with the knowledge of the Chair of the Board.

Review of Board Operations — The Nominating Committee shall periodically review the Board’s operations under these Guidelines and shall report to the full Board any material deviations.

Director Resignation Policy — If an incumbent director fails to receive a majority vote for re-election in accordance with the Bylaws (other than in a contested election), he or she shall offer to resign from the Board and the Nominating Committee will consider such offer to resign, will act on an expedited basis to determine whether to accept such director’s resignation and will submit such recommendation for prompt consideration by the Board. The director whose resignation is under consideration shall not participate in any deliberation or vote of the Nominating Committee or Board regarding that resignation. Notwithstanding the foregoing, in the event that no nominee for director receives a majority of the vote, the Nominating Committee shall make a final determination as to whether to recommend to the Board whether to accept any or all resignations, including those resignations from members of the Nominating Committee. The Nominating Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director’s resignation. Within 90 days after the date of certification of the election results, the Board will promptly disclose its decision and basis for whether to accept the resignation (or the reasons for not accepting the resignation, if applicable) in a press release, filing with the SEC or by other public announcement. If such incumbent director’s resignation is not accepted by the Board, such director will continue to serve until his or her successor is elected and qualifies, or his or her death, resignation, retirement or removal, whichever event shall occur first. If a director’s resignation is accepted by the Board, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the Bylaws.

Risk Oversight — The Board shall oversee the establishment and maintenance of the Company’s risk management processes. The Board may delegate primary responsibility for oversight of specific risks to any one or more of its committees.

VII. Implementation and Amendment of Corporate Governance Guidelines

The Nominating Committee shall have primary responsibility for the implementation of these Guidelines. The Nominating Committee shall review these Guidelines no less than annually and make recommendations to the Board as to any updates as necessary. These Guidelines may only be amended by the affirmative vote of a majority of the Board.