

SPRINGBIG HOLDINGS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
ADOPTED AS OF JUNE 14, 2022

I. Purpose of the Committee

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the board of directors (the “**Board**”) of SpringBig Holdings, Inc. (the “**Company**”) is to (i) carry out the responsibilities delegated by the Board relating to the Company’s director nominations process consistent with criteria approved by the Board, (ii) develop and maintain the Company’s corporate governance policies, as well as update as necessary and recommend to the Board any governance principles applicable to the Company, (iii) review and evaluate the size, composition, function and duties of the Board and (iv) oversee the evaluation of the Board.

II. Composition of the Committee

The Committee shall consist of three or more directors, as determined from time to time by the Board. The members of the Committee shall be appointed by the Board for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Each member of the Committee shall be independent in accordance with the rules of The Nasdaq Stock Market LLC (“**Nasdaq**”). The Board shall designate a member of the Committee as the chairperson.

III. Meetings of the Committee

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

IV. Duties and Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Director Nominations

- The Committee shall identify and screen individuals qualified to become members of the Board, consistent with the criteria approved by the Board. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's Corporate Governance Guidelines and described in the Company's proxy statement. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's charter documents.
- The Committee shall make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.
- The Committee shall develop and recommend to the Board for approval director independence standards in addition to those required by Nasdaq.

Corporate Governance

- The Committee shall develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board.
- The Committee shall oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
- The Committee shall 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.
- The Committee shall develop and recommend to the Board for approval a Company Code of Ethics and Business Conduct (the "**Code**"), to monitor compliance with the Code, investigate any alleged breach or violation of the Code, and enforce the provisions of the Code and review the Code periodically and recommend any changes to the Board.

Board and Committee Assessment

- The Committee shall develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
- The Committee shall review the Board's committee structure and composition and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually.

- If a vacancy on the Board and/or any Board committee occurs, the Committee shall identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

Company Orientation

The Committee shall develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.

Director Compensation

The Committee shall review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary, including the review and approval of grants of equity to non-employee directors.

Environmental, Social, and Corporate Governance

The Committee shall review and assess current and emerging environmental, social, and corporate governance issues, trends, regulatory developments, and best practices and review any corporate responsibility and sustainability policies and programs, considering such matters as human rights, social issues, and environmental risks and opportunities, as may be adopted from time to time by the Company.

Stockholder Engagement

The Committee shall oversee any Board communications and engagement with stockholders and assess and make recommendations to the Board regarding stockholder proposals properly submitted by stockholders and issues pertaining to stockholder rights and stockholder activism.

Charter Review

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

General Authority

The Committee shall perform such other functions and have such other power as may be necessary or appropriate in the discharge of any of the foregoing.

V. Outside Advisors; Delegation of Authority

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm, a compensation consultant or such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm, the compensation consultant or any other advisors. 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 its search consultants, outside counsel, compensation consultant or any other advisors.

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

VI. Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.