

**POLESTAR**

**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**(Version 1.1)**

## 1. Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Polestar Automotive Holding UK PLC (the “Company”) is to assist the Board with oversight of the director nominations process and the Company’s corporate governance. This charter (“the Charter”) lays out the functioning of the Committee.

## 2. Membership

### Size

The Committee shall consist of three or more members of the Board.

### Independence

As long as the Company is a Foreign Private Issuer (FPI) and discloses in its annual report the reasons why it does not have an independent compensation committee, the independence requirements of Rule 10C-1 do not apply.

### Appointment / Term / Removal

The members of the Committee shall be appointed by the Board. The members of the Committee 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.

## 3. Structure and Operations

### Leadership

The Board shall designate a member of the Committee as the chairperson.

### Meetings

The Committee shall meet at least quarterly at such times and places as it deems necessary to fulfil its responsibilities. The agenda and materials for Committee meetings will be prepared by the Committee chairperson and the Secretary. The Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions 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.

The Committee may invite any individuals to its meetings as it deems appropriate. However, the Committee shall meet regularly without such individuals present.

### Onboarding / Education

The Company will provide new members of the Committee with appropriate onboarding briefings, and the full Committee with educational resources and opportunities related to corporate governance and other matters may be appropriate or requested by the Committee.

### Outside Advisors

The Committee shall have the authority, in its sole discretion, to retain and terminate a director search firm, outside legal counsel and such other advisors as it deems necessary to fulfil its duties and responsibilities under this Committee’s Charter. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any director search firm, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfilment of its duties under this Charter. The Committee shall set the

compensation and retention terms and oversee the work of any director search firm, outside legal counsel or any other advisors. Any communications between the Committee and its outside legal counsel will be privileged communications.

Any director search firm and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

#### Funding

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 director search firm, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

#### Delegation of Authority

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, so long as any such committee has a written charter.

#### Books and Records

The Committee will have access to the Company's books, records, facilities and personnel.

## 4. Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

1. Director Qualifications  
To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the "Director Criteria").
2. Director Nominee Identification / Screening  
To identify, screen and recommend individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall review the contributions of incumbent directors in determining whether to recommend that the Board nominate them for re-election to the Board.
3. Director Independence  
To develop and recommend to the Board for approval standards for determining whether a director is independent.
4. Board Refreshment  
To annually review the composition of the Board with regards to characteristics such as independence, knowledge, skills, experience and diversity of the Board members.
5. Shareholder Proposals  
To review shareholder proposals and recommend Board responses in connection with director nominations.
6. Shareholder Engagement  
To oversee engagement with shareholders and proxy advisory firms, and to review proxy advisory firm policies and voting recommendations.

7. Third Party Director Nomination Rights  
Committee oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party.
8. Director Nominee Approval  
To make recommendations to the Board regarding the selection and approval of the nominees for director to be filled by the Board or submitted to a shareholder vote at an annual or special meeting of shareholders.
9. Board Meetings  
To make recommendations on the frequency and structure of Board meetings and monitor the functioning of the committees of the Board.
10. Board Leadership  
To review the Board's leadership structure and recommend changes to the Board as appropriate.
11. Board Committee Membership  
To review the Board's committees sizes, structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairperson annually.
12. Corporate Governance Documents  
To renew, propose changes to the Board, or develop, as needed, the Company's organisational documents, code of conduct, corporate governance guidelines and other corporate policies and directives.
13. Corporate Governance Disclosure  
To 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 to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 20-F, as applicable.
14. Corporate Governance Trends  
To review emerging corporate governance trends, best practices and regulations applicable to the corporate governance of the Company.
15. Outside Directorships  
To review and approve, as appropriate, any requests from directors or any member of the Management Team to stand for election to any outside for-profit boards of directors.
16. Board and Management Performance Evaluation  
To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and management and to oversee the conduct of this annual evaluation.
17. Committee Performance Evaluation  
To conduct an annual evaluation of the performance of its duties under this Charter and to present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

18. Committee Charter Review

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