

LORDSTOWN MOTORS CORP.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As adopted by the Board of Directors effective as of October 23, 2020)

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “**Governance Committee**”) of the Board of Directors (the “**Board**”) of Lordstown Motors Corp. (the “**Company**”) is to:

- Assist the Board in identifying and evaluating individuals who are qualified to become members of the Board in accordance 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;
- Make recommendations to the Board concerning the appropriate size, function, needs and composition of the Board and its committees;
- Advise the Board on corporate governance matters including developing, maintaining and recommending to the Board corporate governance policies applicable to the Company; and
- Oversee the evaluation of the Board.

COMPOSITION

1. Membership and Appointment. The Governance Committee shall consist of at least two (2) members of the Board, with the exact number being determined by the Board. Members of the Governance Committee will be appointed by the Board upon the recommendation of the Governance Committee of 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 Governance Committee and may fill any vacancy in the Governance Committee.
2. Qualifications. The members of the Governance Committee must be Independent Directors as defined under the Nasdaq Stock Market, Inc. Marketplace Rules (the “**Nasdaq Rules**”). Each member of the Compensation Committee shall also meet any additional independence standards that may be established from time to time by the Board or the Nominating and Corporate Governance Committee and shall have such other qualifications as required by applicable law, the rules and regulations of the SEC or the Nasdaq Rules.
3. Chairperson. The Board may designate a chairperson of the Governance Committee. In the absence of that designation, the Governance Committee may designate a chairperson by majority vote of the Governance Committee members. The chairperson (or in his or her absence a member designated by the chairperson) shall preside at all meetings of the Compensation Committee.

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Governance Committee. The Governance Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request.

1. Board Composition, Evaluation and Nominating Activities. The Governance Committee shall:
 - 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 directors and committee members (the “**Director Criteria**”) and from time to time or as necessary, recommend to the Board any changes to the Director Criteria deemed appropriate by the Governance Committee.
 - 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.
 - Consider the performance and suitability of incumbent directors in determining whether to nominate them for re-election.
 - Conduct searches for, evaluate and make recommendations to the Board regarding all nominees for Board membership, including candidates nominated by the Company for election at annual meetings, candidates to fill new positions or vacancies on the Board, and candidates recommended by stockholders, provided such stockholder recommendations are made in compliance with the applicable laws, rules and regulations and the provisions of the Company’s certificate of incorporation and bylaws and its stockholder nominations and recommendations policies and procedures. In selecting or recommending candidates, the Governance Committee shall take into consideration the Director Criteria and such other factors as it deems appropriate.
 - Evaluate service by a member of the Board on other public company boards to determine if it adversely affects his or her service on the Company Board or the Board committees.
 - Consider the Board’s leadership structure, including the separation of Lordstown Motors Corp.’s Executive Chairman and Chief Executive Officer (“**CEO**”) roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Governance Committee deems appropriate.
 - Develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board.
 - 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.

2. Board Committee. The Governance Committee shall:

- Review annually the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes in structure, composition or mandate of committees, as well as the creation or dissolution of committees.
- Recommend to the Board persons to be members and chairpersons of the various committees.
- Evaluate any Compensation Committee interlocks among Board members and executive officers.

3. Corporate Governance. The Governance Committee shall:

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company.
- Review annually the Corporate Governance Guidelines approved by the Board and their application, and recommend any changes deemed appropriate to the Board for its consideration.
- Oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework, including its amended and restated certificate of incorporation and amended and restated bylaws.
- 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.
- Conduct a periodic review of the Company's succession planning process for the CEO and any other members of the Company's executive management team, report its findings and recommendations to the Board, and assist the Board in evaluating potential successors to the CEO or other members of the Company's executive management team.
- Evaluate the participation of members of the Board in orientation and continuing education activities in accordance with applicable listing standards.
- Review the disclosure included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters.

- Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.
 - Review and discuss with management the disclosure regarding the operations of the Governance Committee and director independence, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K.
4. Governance Committee Review. The Governance Committee shall evaluate its performance annually and shall report to the Board on that evaluation (which evaluation must compare the performance of the Governance Committee with the requirements of this charter). The report to the Board may take the form of an oral report by the chairperson of the Governance Committee or any other member of the Governance Committee designated by the Governance Committee to make this report. The Governance Committee shall review and reassess the adequacy of this charter at least annually and shall submit any recommended changes to the charter to the Board for approval.

MEETINGS AND PROCEDURES

5. Meetings.
- The Governance Committee will meet as necessary and may establish its own meeting schedule, but no fewer than two times annually. The chairperson of the Governance Committee shall preside at each meeting. The chairperson will approve the agenda for the Governance Committee's meetings and any member may suggest items for consideration. The Governance 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 Governance Committee may participate in a meeting of the Governance 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 Governance Committee will maintain written minutes of its meetings and actions, which minutes and actions will be filed with the minutes of the meetings of the Board.
 - The Governance 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 Governance Committee or to meet with any members of, or consultants to, the Governance Committee. The Governance Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.
6. Reporting to the Board of Directors. The Governance Committee shall report regularly to the Board regarding its activities and recommendations as to the foregoing and other matters as the Governance Committee may deem necessary or appropriate.

7. Subcommittees. The Governance Committee may form subcommittees for any purpose that the Governance Committee deems appropriate and may delegate to such subcommittees such power and authority as the Governance Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Governance Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Governance Committee as a whole. The Governance Committee may delegate to one or more designated members of the Governance Committee the authority to grant pre-approvals, provided such approvals are presented to the Committee at a subsequent meeting.
8. Access. The Governance Committee shall be given full access to all books, records, facilities and personnel of the Company in connection with the discharge of its responsibilities.
9. Resources and Authority to Retain Advisors. The Governance Committee shall have the resources, funding and authority to discharge its duties and responsibilities, 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 Governance Committee shall have the authority to set, in its sole discretion, and be directly responsible for, the compensation and oversee the work of any such consultants or advisors. The Company will provide appropriate funding as determined by the Governance Committee, to pay any such search firms and other advisors or experts hired by the Governance Committee, in its capacity as a committee of the Board, and any administrative expenses of the Governance Committee that the Governance Committee determines are necessary or appropriate in carrying out its activities.