

**CHARTER OF THE
NOMINATING AND ESG COMMITTEE
OF THE BOARD OF DIRECTORS OF
PROTERRA INC**

As adopted June 14, 2021

PURPOSE

The purpose of the Nominating and ESG Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Proterra Inc (collectively with any subsidiaries, “**Proterra**” or the “**Company**”) is to assist the Board with corporate governance matters, including:

- identifying, considering and recommending candidates for membership on the Board;
- developing and recommending corporate governance guidelines and policies for Proterra;
- oversight of the Company’s corporate responsibility including environmental and social initiatives.
- overseeing the evaluation of the Board and its committees; and
- advising the Board on corporate governance matters and any related matters required by federal securities laws.

This charter (this “**Charter**”) sets forth the authority and responsibility of the Committee.

MEMBERSHIP

The Committee will consist of two or more members of the Board, with the exact number being determined by the Board. Each member of the Committee will:

- be an “independent director” as defined under the applicable rules, regulations and listing requirements of the stock exchange upon which the Company’s securities are listed for trading (the “**Exchange Rules**”), except as may otherwise be permitted by the Exchange Rules;
- be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member.

All members of the Committee will be appointed by and serve at the discretion of the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “*Chair*”). If the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for and conduct Committee meetings. Members of the Committee will be determined annually, and members may be replaced or removed by the Board at any time.

RESPONSIBILITIES AND DUTIES

The Committee will:

Nominating Duties

1. Periodically consider and assess the need to develop policies regarding the director nomination processes and, if the Committee determines it appropriate to have such policies, to develop and recommend such policies.
2. Periodically consider and make recommendations to the Board regarding the size, structure and composition of the Board and committees of the Board.
3. Develop and recommend the desired qualifications, expertise and characteristics of Board members.
4. Identify, consider and assist in recruiting qualified candidates for Board membership, consistent with criteria approved by the Board.
5. Oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board.
6. Review, and recommend to the Board for determination, the independence of the non-employee directors and members of the Committee, the Audit Committee, Compensation Committee and other committees of the Board.
7. Consider nominations properly submitted by Proterra’s stockholders in accordance with the procedures set forth in Proterra’s Certificate of Incorporation and/or Bylaws or determined by the Committee from time to time.
8. Recommend for the Board’s selection all nominees to become members of the Board by appointment or to be proposed by the Board for election by the stockholders.
9. Periodically consider the desirability of procedures for the retirement or replacement of Board members and, if the Committee deems appropriate, review and recommend to the Board adoption or amendment of such procedures.

Corporate Governance Duties

10. Develop and recommend to the Board a set of corporate governance guidelines and any future changes (“**Corporate Governance Guidelines**”).
11. Review and assess the adequacy of any Corporate Governance Guidelines and any other compliance policies that the Committee deems appropriate at least annually and recommend revisions for approval by the Board.
12. Recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address interested director, ethical, legal or other matters that may arise.
13. Consider the Board’s leadership structure, including the separation of the Chairperson and Chief Executive Officer 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 as the Committee deems appropriate.
14. Periodically consider procedures for stockholder communications with members of the Board.
15. Periodically review with the Compensation and Leadership Development Committee, the development and succession plans for senior management positions, reporting its findings and recommendations to the Board. If requested by the Board, the Committee will evaluate potential successors to executive officer positions and review strategies to accelerate the readiness of candidates identified for these positions, including an overall assessment of executive talent. The Committee will also review other leadership and management processes upon request of the Board.
16. Oversee a process for evaluation of the performance of the Board and its principal committees on an annual basis.
17. Make such recommendations to the Board and its committees as the Committee may consider necessary or appropriate and consistent with its purpose, and take such other actions and perform such other services as may be referred to it from time to time by the Board or required under the federal securities laws and the Exchange Rules.
18. Oversee continuing education for all directors, including an orientation program for new directors, and oversee any such program that is implemented.
19. Discharge the responsibilities as set forth in such policies, codes and guidelines approved by the Board.

Environmental and Social Responsibility Duties

20. The Committee will oversee and periodically review the Company's environmental and social initiatives as they relate to the Company's business and long-term strategy and will identify and bring to the Board's attention current and emerging corporate responsibility trends that may affect business operations and the public image of the Company.
21. The Committee will also oversee and periodically review the Company's public disclosures on environmental, social, and governance matters, and related metrics adopted by the Company.

These duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given Proterra's needs and circumstances. The Committee may engage in such other activities from time to time as it deems necessary or advisable in fulfilling its responsibilities, or that are assigned to it by the Board.

STUDIES AND ADVISORS

The Committee, in discharging its responsibilities, may conduct or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, facilities and personnel of Proterra. Irrespective of the retention of advisors to assist the Committee, the Committee shall exercise its own judgment in the fulfillment of its functions.

The Committee has the sole authority and right to retain legal and other consultants, search firms, experts and advisors of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will approve the fees and other retention terms of such advisors, and the Company will provide for appropriate funding for such advisors, studies and other Committee expenses. The Committee and shall have direct oversight of the work performed by such advisors. The Committee will have the sole authority to approve the fees and other retention terms of such advisors. Proterra will provide for appropriate funding, as determined by the Committee, Proterra will provide for appropriate funding, as determined by the Committee, for compensation to its advisors, administrative expenses of the Committee, and any studies required by the Committee to carry out its functions.

MEETINGS AND ACTIONS WITHOUT A MEETING

The Committee will meet four times per year and may schedule additional meetings as needed by the Committee. Meetings may be held in person or via telephonic or video conference. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. Minutes will be kept of each meeting. Minutes and actions by unanimous written consent will be filed with minutes of the Board's meetings. The Chair will report to the Board from time to time regarding the activities of the Committee, including on significant

matters related to the Committee’s responsibilities and the Committee’s deliberations and actions.

DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law form and delegate authority to subcommittees. 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.

REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate the Committee’s composition and performance on an annual basis and submit a report to the Board. The Committee also will review and reassess the adequacy of this Charter annually and recommend to the Board any changes the Committee determines are appropriate.

PUBLICATION

Proterra will make this Charter freely available to stockholders on request and, provided that Proterra is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, will publish it on Proterra’s website.

* * *