

**NOMINATING, SUSTAINABILITY AND GOVERNANCE COMMITTEE CHARTER  
E2OPEN PARENT HOLDINGS, INC.**

Adopted July 13, 2021

**PURPOSE**

The purpose of the Nominating, Sustainability and Governance Committee (the “NSG Committee”) of the board of directors (the “Board”) of E2open Parent Holdings, Inc. (the “Company”) is to assist the Board with oversight of the director nominations process and the Company’s response to ESG and corporate governance.

**MEMBERSHIP**

Size: The NSG Committee shall consist of three or more members of the Board of Directors.

Independence: Each member of the NSG Committee shall be independent in accordance with the rules of the NYSE.

Appointment/Term/Removal: The members of the NSG Committee shall be appointed by the Board. The members of the NSG 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 NSG Committee at any time with or without cause.

**STRUCTURE AND OPERATIONS**

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

Meetings: The NSG Committee shall meet at least quarterly at such times and places as it deems necessary to fulfill its responsibilities. The agenda and materials for NSG Committee meetings will be prepared at the direction of the NSG Committee chairperson in consultation with the other NSG Committee members. The NSG 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 NSG 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 NSG Committee may invite any individuals to its meetings as it deems appropriate. However, the NSG Committee shall meet regularly without such individuals present.

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

Outside Advisors: The NSG 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 fulfill its duties and responsibilities under this Charter. However, the NSG 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 NSG Committee to exercise its own judgment in fulfillment of its duties under this Charter. The NSG 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 NSG Committee and its outside legal counsel will be privileged communications.

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

Funding: The NSG Committee shall receive appropriate funding from the Company, as determined by the NSG 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 NSG Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority: The NSG 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 NSG Committee may deem appropriate in its sole discretion, so long as any such committee is comprised entirely of independent directors and has a written charter.

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

## **DUTIES AND RESPONSIBILITIES**

The NSG Committee shall have the following authority and responsibilities:

### Director Nominations and Shareholder Engagement

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 and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The NSG Committee shall review the contributions of incumbent directors in determining whether to recommend that the Board nominate them for reelection 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 review the size of the Board and ensure that qualified director candidates with a diversity of gender, ethnicity, tenure, skills and experience are included by the Company or any search firm it engages in each pool of candidates from which Board nominees are chosen.
5. Shareholder Director Nominations: To consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's bylaws and described in the Company's proxy statement.

6. Shareholder Proposals: To review shareholder proposals and recommend Board responses.
7. Shareholder Engagement: To oversee engagement with stockholders and proxy advisory firms, and to review proxy advisory firm policies and voting recommendations.
8. 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.
9. 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 of Directors or submitted to a stockholder vote at an annual or special meeting of stockholders.

### Corporate Governance

1. Board Leadership: To review the Board's leadership structure and recommend changes to the Board as appropriate.
2. 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.
3. Corporate Governance Documents: To renew, propose changes to the Board, or develop, as needed, the Company's certificate of incorporation, bylaws, code of ethics, corporate governance guidelines, and other corporate governance policies.
4. Corporate Governance Disclosure: To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the NSG 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 10-K, as applicable.
5. Corporate Governance Trends: To review emerging corporate governance trends, best practices and regulations applicable to the corporate governance of the Company.
6. Outside Directorships: To review and approve, as appropriate, any requests from directors or officers to stand for election to any outside for-profit boards of directors.
7. Succession Planning: To develop and recommend to the Board for approval a CEO succession plan (the "Succession Plan"), review the Succession Plan periodically, develop and evaluate potential candidates for CEO and recommend to the Board any changes to and any candidates for succession under the Succession Plan.
8. 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.

9. NSG 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 NSG Committee shall conduct this evaluation in such manner as it deems appropriate.
10. NSG Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.

#### Environment, Social and Governance

1. ESG Strategy: Periodically review the Company's initiatives, policies, and practices for consistency with the values of good corporate citizenship such as those relating to sustainability, environmental stewardship, and corporate social responsibility initiatives, and report on such issues to the Board.
2. Environmental Stewardship: Periodically review the status of the Company's environmental stewardship and sustainability performance, including the Corporation's record of compliance with related laws and regulations.
3. Sustainability Report: Review the E2open Parent Holdings, Inc. Corporate Sustainability Report.
4. Stakeholder Policy and Communication: Review public policy issues identified by management as likely to be of particular interest to various stakeholders of the Company, including stockholders, employees, customers, vendors, state and/or local governments and the public.