



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER GENIUS SPORTS LIMITED

The board of directors (the "Board") of Genius Sports Limited (the "Company") approved this Nominating and Governance Committee Charter (the "Charter") on 20 April 2021.

This Charter is complementary, and subject to, the Company's amended and restated articles of incorporation (the "Articles"), the Board's corporate governance guidelines (the "Guidelines"), and applicable laws and regulations. This Charter shall be reviewed at least annually and reassessed by the Nominating and Corporate Governance Committee with any proposed changes submitted to the Board for approval. This Charter, or any amendments thereto, will be posted on the Company's website. This Charter is effective as of the above listed date.

Purpose

The purpose of the Nominating and Corporate Governance Committee of the Board (the "NCG Committee") is to assist the Board with (1) identifying individuals qualified for Board membership and overseeing the director nominations process; (2) developing corporate governance guidelines and recommending the same to the Board, (3) overseeing Board and management evaluations and (4) overseeing the Company's corporate governance, social and environmental initiatives in connection with its corporate purpose and in support of its long-term success.

Membership

Composition: the NCG Committee shall consist of at least two non-executive directors.

Appointment/Term/Removal: the members of the NCG Committee shall be appointed by the Board for such term or terms as the Board deems appropriate. The Board may remove any member from the NCG Committee at any time with or without cause.

Duties and Responsibilities

The NCG Committee shall have the following authority and responsibilities:

1. Board Composition and Director Qualifications: to establish 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 consistent with Board-approved criteria (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 NCG 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 shareholders pursuant to the procedures set forth in the Articles.
6. Shareholder Proposals: to review shareholder proposals and recommend Board responses.
7. Third Party Director Nomination Rights: NCG 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 general meeting or special meeting of the Company.
9. Board Leadership: to review the Board's leadership structure and recommend changes to the Board as appropriate.
10. 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 chair annually.
11. Corporate Governance Documents: to renew, propose changes to the Board, or develop, as needed, the Company's amended and restated memorandum of incorporation, Articles, Code of Conduct, Guidelines, and other corporate governance policies.
12. Corporate Governance Disclosure: to review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the NCG Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's annual report on Form 20-F in accordance with applicable law and NYSE requirements.
13. Environmental, Social and Governance ("ESG") Matters: to review and monitor the development and implementation of the goals the Company may establish from time to time with respect to its ESG and sustainability matters, and provide guidance to the Board on such matters.
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 officers to stand for election to any outside for-profit boards of directors.
16. 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.

17. 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.
18. NCG 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 NCG Committee shall conduct this evaluation in such manner as it deems appropriate.
19. NCG Committee Charter Review: to review this Charter at least annually and recommend any proposed changes to the Board for approval.

Structure and Operations

Chair: the Board shall designate a member of the NCG Committee as the chair.

Meetings: the NCG Committee shall meet as often as it determines appropriate to carry out its responsibilities under this Charter, but not less frequently than annually. The agenda and materials for NCG Committee meetings will be prepared by the chair of the NCG Committee in consultation with the other NCG Committee members. The NCG 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 NCG Committee may invite any individuals to its meetings as it deems appropriate. However, the NCG Committee shall meet regularly without such individuals present.

Calling Meetings: the chair of the board of directors, a majority of the directors or the Secretary on request of a director may at any time summon a meeting of the NCG Committee by twenty-four (24) hours' notice to each NCG Committee member in person, by telephone, facsimile, electronic email, or in such other manner as the directors may from time to time determine, which notice shall set forth the general nature of the business to be considered unless notice is waived by all the directors.

Waiver of Notice: notice of a meeting need not be given to any director (i) who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or (ii) who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such directors. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Use of Technology: any NCG Committee member may participate in any NCG Committee meeting by means of telephone or similar communication equipment by way of which all persons participating in such meeting can hear each other and such participation shall be deemed to constitute presence in person at the meeting.

Quorum: the quorum for the transaction of business at an NCG Committee meeting shall be a majority of NCG Committee members, but shall not be less than two. Quorum shall occur within 15 minutes of the specified time of the NCG Committee meeting. Should quorum cease to be present, the meeting shall be adjourned until a time specified by the directors.

Voting: a question which arises at an NCG Committee meeting shall be decided by a majority of votes. If votes are equal, the chair of the NCG Committee shall not have a casting vote.

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

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

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

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

Delegation of Authority: the Board may allocate from time to time certain of its tasks and duties to the NCG Committee pursuant to a resolution to that effect. The NCG Committee can validly pass resolutions in respect of matters which fall under the tasks and duties allocated to the NCG Committee and may delegate all or part of its authority to subcommittees or to the NCG Committee chair, so long as any such committee is comprised entirely of independent directors to the extent required by applicable law and NYSE requirements.

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

Amendments and Deviations

Pursuant to a resolution to that effect, the Board may amend or supplement this Charter and allow temporary deviations from this Charter, subject to ongoing compliance with applicable law and NYSE requirements.