

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE OF THE BOARD OF DIRECTORS OF  
SMARTRENT, INC.**

**Ratified as of August 24, 2021**

**I. PURPOSE OF THE COMMITTEE**

The purposes of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of SmartRent, Inc. (the “*Company*”) are (1) to assist the Board by identifying individuals qualified to become Board members and to select, or to recommend that the Board select, the director nominees for the next annual meeting of stockholders, (2) to develop and recommend to the Board the corporate governance guidelines, policies, and codes applicable to the Company (the “*Corporate Governance Guidelines*”), (3) to lead the Board in its annual review of the Board’s performance, (4) to oversee the evaluation of Board members, (5) to recommend to the Board directors for each committee, and (6) any related matters required by federal securities laws. The Committee may also perform such other activities consistent with this Charter, the Company’s charter and bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of three or more directors, as determined from time to time by the Board. Each member of the Committee shall be independent in accordance with the rules of the New York Stock Exchange (“*NYSE*”), and any additional requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson. The chairperson shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

Each member of the Committee shall be appointed by the Board on the recommendation of the Committee and shall serve until his or her successor is duly elected and qualified or until such member’s earlier resignation, removal, or death. Any member of the Committee may be removed or replaced by the Board on the recommendation of the Committee.

**III. MEETINGS OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee may also act by unanimous written or electronic consent.

The Committee shall maintain minutes of its meetings and records relating to those meetings.

The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate.

#### IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The following duties and responsibilities are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the NYSE, or any other applicable regulatory authority:

(a) 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, including the following criteria (the “*Director Criteria*”):

- (1) experience in corporate governance, such as an officer or former officer of a publicly held company;
- (2) experience in, and familiarity with, the Company’s business and industry;
- (3) experience as a board member of another publicly held company;
- (4) personal and professional character, integrity, ethics and values;
- (5) practical and mature business judgment, including the ability to make independent analytical inquiries;
- (6) academic expertise in an area of the Company’s operations;
- (7) background in financial and accounting matters; and
- (8) any other criteria set forth in the Company’s Corporate Governance Guidelines;

(b) To identify and screen individuals believed to be qualified as candidates to serve on the Board, consistent with the Director Criteria, and select, or recommend that the Board select, the director nominees for the next annual meeting of stockholders, as well as candidates to fill vacant Board positions as such vacancies arise from time to time;

(c) To develop and recommend to the Board a set of corporate governance principles, practices and procedures, including identifying best practices and, at least annually, reviewing and recommending to the Board for approval any changes to the documents, policies, and procedures in the Company’s corporate governance framework, including the Corporate Governance Guidelines and the Company’s charter and bylaws; and review these principles at least annually and to recommend any changes to the Board;

(d) To develop, subject to approval by the Board, a process for an annual evaluation of management, the Board and its committees and to oversee the conduct of this annual evaluation;

(e) To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairs annually;

(f) To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, and periodically review and update such programs as necessary;

(g) To develop and recommend to the Board for approval standards for assessing independence and determining whether a director has a material relationship with the Company;

(h) 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 annual report on Form 10-K or annual proxy statement, as applicable;

(i) To develop and recommend to the Board for approval an executive officer succession plan (the "***Succession Plan***"), review the Succession Plan periodically, develop and evaluate potential candidates for executive positions, and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan;

(j) To review any director resignation letter tendered in accordance with the Company's director resignation policy and evaluate and recommend to the Board whether such resignation should be accepted;

(k) To oversee the Company's strategy on corporate social responsibility and sustainability, including evaluating the impact of Company practices on communities and individuals, and to develop and recommend to the Board for approval policies and procedures relating to the Company's corporate social responsibility and sustainability activities;

(l) To oversee, in conjunction with the Compensation Committee of the Board, engagement with stockholders and proxy advisory firms;

(m) To review compliance with the NYSE's corporate governance listing requirements;

(n) To review and assess the adequacy of the Code of Business Conduct and Ethics at least annually, including with respect to the Company's policies and procedures regarding compliance with the Company's Code of Business Conduct and Ethics, and recommend any proposed changes to the Board for approval and advise the Board; and

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

## V. DELEGATION OF AUTHORITY

The Committee may, in its discretion, form subcommittees for any purpose that the Committee deems appropriate and may delegate all or a portion of its duties and responsibilities to such subcommittees of the Committee, *provided* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation, or listing standard to be exercised by the Committee as a whole.

## VI. EVALUATION OF THE COMMITTEE

The Committee shall, no less frequently than annually, evaluate its performance of its duties under this Charter. The Committee shall conduct this evaluation in such manner as it deems appropriate and shall address all matters that the Committee considers relevant to its performance. The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## VII. RESOURCES AND AUTHORITY

The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of internal or external legal counsel, an executive search firm, and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any legal counsel, search firm, and any other advisors retained by the Committee. 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 its legal counsel, search firm, and any other advisors retained by the Committee.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.