



SkyWater Technology, Inc.

Nominating and Corporate Governance Committee Charter

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of SkyWater Technology, Inc. (the “Company”) shall be as follows:

1. Identify individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend to the Board for selection director nominees for each annual meeting of the Company’s stockholders and otherwise when necessary;
2. Develop and recommend to the Board a set of Corporate Governance Principles applicable to the Company and appropriate amendments thereto;
3. Oversee, and advise the Board with respect to, the Company’s corporate governance matters, including Board and committee structure and composition and the Company’s corporate governance policies and practices; and
4. Oversee the evaluation of the Board, its committees and the Company’s management.

Membership

The Committee will consist of a minimum of two directors (each, a “member”). The members shall be appointed by the Board and shall serve for such term or terms as the Board may determine, unless removed by the Board, subject, in each case, to the Company’s Bylaws (the “Bylaws”).

Duties and Responsibilities

The responsibilities of the Committee shall include, consistent with and subject to applicable Listing Rules of The Nasdaq Stock Market LLC (the “Nasdaq Listing Rules”), law, and regulations (collectively, “applicable law”), the following:

1. Develop and recommend to the Board for its approval general criteria and qualifications for director candidates, including character, ability to exercise sound judgment, diversity, demonstrated leadership, skills, experience, education, independence and other characteristics, and periodically review these criteria with the Board. The criteria shall reflect the Board’s commitment to actively develop a diverse pool of individuals from which director nominees may be selected, including as may be required under applicable law.
2. Identify, and recommend to the Board for selection, director nominees for election or re-election at the Company’s annual meeting of stockholders in each fiscal year and to fill vacancies and newly created directorships, except as provided otherwise under the Nasdaq Listing Rules. In making recommendations, the Committee shall consider (a) among other matters, nominees’ independence, skills, experience, and other characteristics in the context of the needs and composition of the Board, including diversity, and, as to any incumbent director, his or her performance and level of participation on the Board, and (b)

the Board's criteria for director nominees, the Nasdaq Listing Rules and the Company's Corporate Governance Principles.

3. (a) Monitor, review and evaluate any change of circumstances or actual or potential conflict of interest relating to any director that may affect the independence of the director and (b) advise the Board as to the Committee's findings and recommendations relating to the independence and continued service of any such director and, on an ongoing basis, any other issues pertaining to the independence of the Company's directors.
4. Evaluate and recommend removal from the Board of individual directors, if applicable, in accordance with the Company's organizational documents, Corporate Governance Principles and applicable law, for cause or other appropriate reasons.
5. On an annual basis or in connection with a Board or committee vacancy, review and make recommendations to the Board concerning (a) the size, structure, composition and operations of the Board and each of its committees and (b) directors to serve as members and chairpersons of each committee of the Board.
6. Evaluate (a)(i) individuals nominated, or recommended for nomination, by stockholders for election to the Board and (ii) proposals submitted by stockholders for consideration at the Company's annual meeting (in each case, to the extent in accordance with applicable law and the Company's organizational documents) and (b) recommend appropriate action to the Board in accordance with the Corporate Governance Principles and applicable law.
7. Oversee the Company's corporate governance programs, policies and practices, review developments in legislation, regulation, public policy and related trends that may pertain to the Company's corporate governance, corporate social responsibility and related matters and evaluate best practices.
8. Develop and recommend to the Board for approval a CEO succession plan (the "Succession Plan"). Review the CEO Succession Plan periodically with CEO, develop and evaluate potential candidates for CEO and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan.
9. Periodically review and approve, or recommend to the Board for approval, as applicable, changes to the documents and policies relating to the Company's corporate governance, including its Certificate of Incorporation and Bylaws. In addition to the foregoing:
 - develop and recommend to the Board for approval the Company's Corporate Governance Principles or amendments thereto and, at least annually, review and submit any recommended changes to the Board; and
 - periodically review and approve, or recommend to the Board for approval, changes to the Company's code of conduct and other policies with respect to legal compliance, conflicts of interest and ethical conduct.
10. Oversee, and periodically review and discuss with each of management and the Board, the Company's activities relating to corporate social responsibility and sustainability matters and the external reporting thereof (including matters relating to diversity, political and governmental affairs and the Company's political contributions and lobbying and to the extent the Committee deems appropriate, develop and approve, or recommend to the Board for approval, guidelines relating to those matters or amendments thereto.
11. Oversee and administer the annual Board and committee evaluation process and consider and review with the Board feedback received and the structure of the evaluation process.

12. 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.
13. Perform other functions as required by applicable law or the Company's organizational documents or as may be assigned by the Board from time to time.
14. To periodically recommend to the Board the number of members who shall serve on the Board.
15. To oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review such programs and update the programs as necessary.

Structure and Operations

1. Meetings and Procedures. The Committee shall meet as often and at the intervals as it deems appropriate to carry out its duties and responsibilities under this Charter. The Chair of the Board, any member of the Committee or the Secretary of the Company may call meetings of the Committee. Unless otherwise specified by the Board in the resolution designating the Committee or fixed by the Committee consistent with such resolution and the Bylaws, the Committee shall be governed by the same procedures 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 the Board. The Committee may request that any officer or employee of the Company or the Company's outside counsel attend a Committee meeting or meet with any members of, or consultants to, the Committee. The Committee shall maintain written minutes of its meetings, reflecting matters considered and actions taken, which will be filed with the minutes of the Board.
2. Chair. The Chair of the Committee shall be designated by the Board. The Chair shall be responsible for leadership of the Committee, including presiding (when present) at all meetings of the Committee. If the Chair is not present at a meeting of the Committee, the members present at the meeting shall designate one member as the acting Chair for that meeting.
3. Delegation of Authority. The Committee may delegate its authority to a subcommittee composed solely of one or more members of the Committee as the Committee may deem appropriate, to the extent permitted by applicable law, the Bylaws and any applicable resolutions of the Board.
4. Advisors and Resources. The Committee shall have the sole right and authority at any time to engage (or terminate the engagement of), and approve the fees and other retention terms of, any search firm or consultant used to identify director candidates. The Committee shall also have the right to engage and obtain advice, reports or opinions from internal and external counsel and other advisors, in each case as it may deem necessary or appropriate to carry out its duties, without obtaining approval from, or consulting in advance with, the Company's management. The Company shall provide appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for the compensation of any search firms or consultants or other advisors that the Committee chooses to engage.
5. Reporting to the Board. The Committee shall regularly report to the Board regarding matters reviewed and actions taken by the Committee and make appropriate recommendations for action by the Board.

6. Annual Evaluation. The Committee shall, on at least an annual basis, review the (a) adequacy of this Charter and the structure, processes and membership requirements of the Committee and (b) the performance of its duties. The Committee shall submit to the Board any recommended changes to this Charter or the Committee.

(Effective August 18, 2022)