

XOS, INC.

**AMENDED AND RESTATED CHARTER OF THE NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

Adopted by the Board of Directors and Effective Date: November 8, 2021

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors of Xos, Inc. (the “*Company*”) is to:

- help the Board oversee the Company’s corporate governance functions and develop, update as necessary and recommend to the Board the governance principles applicable to the Company;
- identify, evaluate and recommend and communicate with candidates qualified to become Board members or nominees for directors of the Board consistent with criteria approved by the Board; and
- make other recommendations to the Board relating to the directors of the Company.

COMPOSITION

The members of the Committee, including the Chairperson, will be members of the Board appointed by, and will serve at the discretion of, the Board. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

The Committee will consist of at least two (2) members of the Board, and each member of the Committee will satisfy (i) the independence and other requirements imposed by applicable law and stock exchange listing requirements and (ii) any other qualifications determined by the Board.

AUTHORITY

The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee. The Committee will communicate with the Board, Committee chairpersons, members of senior management, and independent professional advisors to the Board and its various committees, as appropriate. If the Committee concludes that it must retain legal, accounting or other outside advisors, it may do so and determine compensation terms for those advisors at the Company’s expense. The Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of the Company. The Committee will have authority to require that any of the Company’s personnel or outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its advisors.

The Chairperson shall have the delegated authority to act on behalf of the Committee in connection with (1) approval of the retention of director search firms (including negotiation and execution of their engagement letters) and (2) as may otherwise be determined by the Committee. The Committee also may form and delegate authority to one or more subcommittees consisting of one or more members of the Board

to the extent allowed under applicable law and stock exchange listing requirements. By delegating an issue to the Chairperson or a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to the Chairperson or a subcommittee, doing so will not limit or restrict future action by the Chairperson or subcommittee on any matters delegated to it. Any action or decision of the Chairperson or a subcommittee will be presented to the full Committee at its next scheduled meeting. By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities.

RESPONSIBILITIES

The Committee's responsibilities are for oversight, as described under "Purpose" above. The members of the Committee are not employees of the Company, and they do not perform management's functions. The Committee relies on the expertise and knowledge of management in carrying out its oversight responsibilities. The Committee shall have the following responsibilities; *provided, however*, that this list of responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law and stock exchange listing requirements. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable law and stock exchange listing requirements.

1. Director Nominations. The Committee will identify and evaluate candidates, including nomination of incumbent directors for reelection and nominees recommended by stockholders, to serve on the Board. The Committee will use criteria approved by the Board, including consideration of the potential conflicts of interest, director independence and other requirements. The Committee will monitor and evaluate the composition, organization and size of the Board. The Committee will also have the power and authority to establish any policies, requirements, criteria and procedures relating to its activities, and will make recommendations to the Board regarding nominees for director at the next annual meeting. The Committee's power and authority includes establishing policies and procedures to facilitate stockholder communications with the Board. The Committee will also have the power and authority to make any disclosures required by applicable law in the course of exercising its authority.

2. Board and Committee Assessment. The Committee will periodically review the performance of the Board, including the Board committees and management. As appropriate, the Committee will make recommendations to the Board for areas of improvement. The assessment shall include evaluation of the Board's contribution as a whole and the Board's effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills, diversity and expertise appropriate for the Company. In assessing the directors, both individually and collectively, the Committee may consider the current needs of the Board and the Company to maintain a balance of knowledge, experience, diversity and capability in various areas. The Committee will also consider the independence of directors and the requirements imposed by applicable law and stock exchange listing requirements.

3. Board Committee Membership. The Committee will oversee the Board's committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. The Committee will evaluate individual directors' interests, and prospective director independence, experience and the independence and requirements imposed by applicable law and stock exchange listing requirements and recommend to the entire Board annually the chairmanship and membership of each committee.

4. Stockholder Communications. The Committee shall periodically review and make recommendations to the Board regarding the Company's process for stockholder communications with the Board, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

5. Review Possible Conflicts of Interest. The Committee shall consider possible conflicts of interest of officers and directors as set forth in the Company's Code of Conduct, including reviewing, as necessary, any officer's request to accept a directorship position with another company, and make recommendations to the Board to prevent, minimize or eliminate such conflicts of interest.

6. Corporate Social Responsibility. The Committee shall monitor the Company's overall approach to corporate social responsibility and ensure it is in line with the overall business strategy and the Company's corporate and social obligations as a responsible citizen. The Committee shall periodically report to the Board with regards to these matters, including potential long-term and short-term trends and impact of environmental, social and governance issues on the Company.

7. Continuing Education. The Committee may institute plans or programs for the continuing education of directors and orientation of new directors, as it deems appropriate.

8. Corporate Governance Guidelines. The Committee will periodically review and assess the Company's corporate governance guidelines and the Code of Conduct, and, as appropriate, will recommend changes to the Board for its consideration.

9. Code of Conduct. The Committee shall periodically review and assess the Company's Code of Conduct (the "*Code*"), and shall recommend any changes deemed appropriate to the Board for its consideration. The Committee shall also periodically review Company policy statements to determine their adherence to the Code.

10. Management Succession. The Committee shall develop and periodically review with the Company's Chief Executive Officer the plans for succession for the Company's executive officers, as it sees fit, and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

11. Leadership Structure. The Committee shall consider the Board's leadership structure, including the separation of the chairperson of the Board 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 with respect thereto as the Committee deems appropriate. The Committee shall also review and discuss the narrative disclosure regarding the Board leadership structure and role in risk oversight to be included in any public filing with the Securities and Exchange Commission.

12. Procedures for Information Dissemination. The Committee will periodically review the processes and procedures used by the Company to provide information to the Board and its committees and the scope of such information and make recommendations to the Board and management for improvement as appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

13. Committee Self-Assessment; Charter Review. The Committee will annually evaluate its performance. The Committee shall also review and assess the adequacy of this Charter annually and shall recommend any proposed changes to the Board for its consideration.

14. General Authority. The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of any of the foregoing.

MEETINGS AND MINUTES

The Committee will meet whenever its members deem a meeting necessary or appropriate, but no less than two (2) times per year. The Committee will determine where and when to meet and provide this schedule in advance to the Board. Unless otherwise determined by the Committee, each regularly scheduled meeting will include an executive session that excludes members of management. From time to time, or when requested by the Board, the Chairperson of the Committee will report to the Board.

The Committee will maintain written minutes of its meeting and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book.

PUBLICATION

The Company shall make this charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, shall publish it on the Company's website.