SNAP INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS

APPROVED BY THE BOARD OF DIRECTORS
DECEMBER 8, 2022

PURPOSE AND POLICY

The purpose of the Nominating and Corporate Governance Committee of Snap Inc. is to:

● help the Board of Directors oversee Snap’s corporate governance functions and recommend to the Board the governance principles applicable to Snap;

● identify and evaluate candidates to become Board members;

● recommend qualified nominees for directors of the Board consistent with criteria approved by the Board;

● recommend the composition for each Board committee; and

● make other recommendations to the Board relating to the directors of Snap.

COMPOSITION

The members of the Committee, including the Chair, will be appointed by and serve at the discretion of the Board. Committee vacancies will be filled by the Board. If a Board member resigns or is removed from the Board, then that member will be automatically removed from the Committee.

The Committee will consist of at least two members of the Board. Each member of the Committee will satisfy:

● the requirements imposed by the Securities and Exchange Commission (the “SEC”), the stock exchange that lists Snap’s stock, and under applicable law, including those related to independence and committee composition; and

● any other qualifications determined by the Board from time to time.

AUTHORITY

The Committee will have access to all books, records, facilities, and personnel of Snap 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. The Committee has the authority to select, retain, oversee, and terminate legal, financial, or other
outside advisors, and may determine compensation for those advisors at the expense of Snap. The Committee may also pay, at the expense of Snap, ordinary administrative expenses it deems appropriate in carrying out its duties. The Committee may require any of Snap's personnel, legal, accounting, or other outside advisors to attend any meeting of the Committee (or portion thereof) or meet with any member of the Committee or any of its special, legal, financial, or other outside advisors. The Committee may exclude any non-Committee member from its meetings.

The Committee may form subcommittees and delegate authority to them. By delegating an issue to 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 a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. By approving this charter, the Board delegates authority to the Committee with respect to these responsibilities.

RESPONSIBILITIES

The Committee’s responsibilities—which are set forth below—should be construed liberally and remain flexible to account for changing circumstances and needs. The Committee may supplement its duties as appropriate and establish policies and procedures consistent with applicable rules and regulations.

1. **Director Nominations.** The Committee will identify and evaluate candidates to serve on Snap's Board, whether those candidates are incumbent directors standing for reelection, nominees recommended by stockholders in compliance with Snap’s bylaws, or nominees identified by the Board. The Committee will use criteria approved by the Board, including related to potential conflicts of interest, director independence, experience, expertise, judgment, integrity, time commitments, and other requirements. The Committee will also consider the requirements imposed by the SEC, the stock exchange that lists Snap’s stock, and applicable law. The Committee will have the authority to establish any policies, requirements, criteria, and procedures in connection with such evaluations. The Committee will also monitor and evaluate, and make recommendations regarding the composition, organization, and size of the Board.

2. **Board Assessment.** The Committee will periodically review the Board’s performance, including Board committees and the operation thereof. As appropriate, the Committee will make recommendations to the Board for ways to improve its operations and effectiveness. The Committee will also evaluate any changes in a director’s job responsibilities or membership on other company boards for continued compliance with Board membership criteria and independence requirements, and recommend action to be taken, if any.

3. **Board Committees.** The Committee will oversee the Board’s committee operations and make recommendations to the Board for changes to the committees, including changes in structure, composition, or responsibilities, as well as the creation or dissolution of committees. The Committee will also make recommendations to the Board concerning the qualifications, appointment, and removal of committee members and chairs. In doing so, the Committee will evaluate directors’ independence, experience, any requirements imposed by the SEC, the stock exchange that lists Snap’s stock, and under applicable law, and any other factors the Committee deems relevant.

4. **Succession Planning.** The Committee will monitor, review, and make recommendations regarding the Board’s succession planning.
5. **Continuing Education.** The Committee may institute, and periodically review and assess, plans and programs for the continuing education of directors and orientation of new directors.

6. **Corporate Governance Principles.** The Committee will develop a set of corporate governance principles for Snap, and periodically review and assess Snap’s corporate governance. As appropriate, the Committee will recommend changes to the Board for its consideration.

7. **Procedures for Disseminating Information.** The Committee will periodically review the processes and procedures used by Snap to provide information to the Board and its committees. The Committee will also recommend to the Board and management ways to better inform the Board and its committees. 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.

8. **Stockholder Communication.** The Committee may establish policies and procedures to facilitate or enhance stockholder communication to the Board. The Committee will also review any proposals properly submitted by stockholders and make recommendations to the Board regarding action to be taken in response to such proposals.

9. **Other Matters.**
   - **Disclosures.** The Committee has the power and authority to make any disclosures required by applicable law.
   - **Committee Self-Assessment.** The Committee will annually evaluate its performance and the adequacy of this charter.
   - **General Authority.** The Committee will perform any other functions and have any other powers that may be necessary or appropriate to discharge this charter.

**MEETINGS AND MINUTES**

The Committee will meet whenever its members deem a meeting necessary or appropriate. The Committee will determine where and when to meet and provide this schedule in advance to the Board. The majority of members of the Committee constitutes a quorum.

Unless the Committee directs otherwise, each regularly scheduled meeting will conclude with an executive session that excludes members of management. From time to time, or when requested by the Board, the Chair of the Committee will report to the Board.

The Committee will maintain written minutes of its meetings 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.