

HYLIION HOLDINGS CORP.

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

**APPROVED BY THE BOARD OF DIRECTORS
OCTOBER 1, 2020**

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors of Hyliion Holdings Corp. (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;
- select or recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of shareholders; 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 members of the Board. No Committee member will be an employee of the Company and each member will be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board, in accordance with the applicable independence requirements of the New York Stock Exchange (the “NYSE”), when and as required by the NYSE. The members of the Committee and the Committee chairperson will be appointed 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. 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 will have the sole authority to retain and terminate executive search firms to help identify director candidates. 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 will 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 (whether or not he, she or they are on the Committee) 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 will 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 also select or recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of stockholders. 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 exercise of its authority.

2. Board Committee Nominations. 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 Board annually the chairmanship and membership of each committee. The Committee will also conduct an annual self-evaluation.

3. Board, Committee and Management Assessment. The Committee will periodically review the performance of the management and the Board, including (together with such committees) the Board committees. As appropriate, the Committee will make recommendations to the Board for areas of improvement. The Committee will also consider the independence of directors and the requirements imposed by applicable law and stock exchange listing requirements.

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

5. Corporate Governance Guidelines. The Committee will develop a set of corporate governance principles to be applicable to the Company, will periodically review and assess these principles and their application, and will recommend any changes deemed appropriate to the Board for its consideration. The Committee will periodically review and assess the Company's Corporate Governance Guidelines, and, as appropriate, will recommend changes to the Board for its consideration.

6. 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.

7. Committee Self-Assessment. The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically review and assess the adequacy of this charter, including the Committee's role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration.

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.

Unless otherwise determined by the Committee, 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 Chairperson 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 of the Company.