

**CHARTER OF THE NOMINATING AND  
CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF SURF AIR MOBILITY INC.**

**(Effective on July 5, 2023)**

- 1. Purpose.** The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Surf Air Mobility Inc. (the “Company”) to assist the Board in:

  - identifying, evaluating and recommending individuals qualified to become members of the Board and its committees;
  - making recommendations to the Board with respect to the compensation of non-employee members of the Board;
  - developing and recommending to the Board a set of corporate governance guidelines applicable to the Company; and
  - overseeing the evaluation of the Board and its committees and advising the Board on corporate governance matters and Board performance matters.
  
- 2. Membership.** The Committee shall be comprised of at least two (2) members of the Board, as determined from time to time by the Board upon the recommendation of the Committee. Each Committee member shall, as determined in the business judgment of the Board, qualify as an “independent director,” as such term is defined under applicable listing standards of the New York Stock Exchange (“NYSE”). Any vacancy on the Committee shall be filled by majority vote of the Board upon the recommendation of the Committee. No member of the Committee shall be removed except by majority vote of the Board.

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 of this Committee shall (a) chair all meetings of the Committee; (b) set the frequency and length of the meeting(s) and the agenda items to be addressed at each meeting; (c) as appropriate, report the actions taken by the Committee, and recommendations of the Committee, to the full Board at the next regularly scheduled meeting of the Board; and (d) perform such other activities as from time to time are requested by the Board or as circumstances indicate.
  
- 3. Specific Responsibilities and Duties.** The Committee shall have the following duties and responsibilities, along with such other responsibilities as the Board shall require from time to time, and is authorized to take the following actions:

### **3.1. Board Candidates and Nominees**

- (a) Assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board consistent with the criteria, policies and principles set forth in the Corporate Governance Guidelines (as defined below) and any additional Director Criteria (as defined below) determined from time to time by the Board, including persons suggested by stockholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for Board candidates and the Committee's policies for consideration of Board candidates recommended by stockholders.
- (b) Review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall consider factors established by the Board as set forth in the Corporate Governance Guidelines as well as any other experience, qualifications, attributes, skills or other criteria desired for directors and director candidates as established by the Board from time to time (together, the "Director Criteria").
- (c) Recommend to the Board the director nominees for election by the stockholders at the Company's annual meeting of stockholders or for appointment by the Board to fill any vacancy on the Board occurring between annual meetings of stockholders, as the case may be, which recommendations shall be consistent with the Director Criteria established by the Board from time to time.
- (d) Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she retires from his or her present employment or materially changes his or her job responsibility or business association or experiences or other changed circumstances that could pose a conflict of interest or diminish his or her effectiveness as a Board member or ability to commitment appropriate time and attention to his or her service on the Board.

### **3.2. Board Composition and Procedures.**

- (a) Review annually the composition of the Board as a whole and recommend to the Board if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by the NYSE
- (b) Review periodically the size of the Board and to recommend to the Board any appropriate changes.
- (c) Make recommendations on the frequency and structure of Board meetings.

### **3.3. Board Committees.**

- (a) Make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.
- (b) Monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.
- (c) Review annually committee assignments and report any recommendations with respect to committee composition to the Board
- (d) Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

### **3.4. Corporate Governance Guidelines.**

- (a) Develop and review periodically, and at least annually, the corporate governance principles (the "Corporate Governance Guidelines") adopted by the Board to determine whether they are appropriate for the Company and comply with all the requirements of the NYSE, and to recommend any desirable changes to the Board.
- (b) Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.
- (c) Develop with management the director orientation process for new directors and monitor the continuing education for existing directors. The Committee shall oversee the orientation process for new directors and recommend changes to it as deemed appropriate.
- (d) Develop and recommend to the Board for approval a Code of Business Conduct and Ethics and periodically review and reassess such Code, and, when necessary, recommend any proposed changes to the Board for approval.
- (e) Review the Company's program to monitor compliance with the Company's Code of Business Conduct and Ethics, and meet periodically with the Company's designated Compliance Officer to discuss compliance with the Code of Business Conduct and Ethics.

- 3.5. **Annual Board Evaluation.** Oversee an annual evaluation of the Board and its committees and develop and recommend to the Board processes for the annual self-evaluation of the Board and its committees.
- 3.6. **Compensation.** Recommend to the Board the compensation arrangements for non-employee Board members.

#### 4. **Evaluation of the Committee.**

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. The Committee shall deliver to the Board a report, which may be oral, 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.

#### 5. **Organization and Operations.**

- 5.1. **Meetings.** The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than twice 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. Such meetings, at the Committee's discretion, may be in person or by telephone, and the Committee may also act by unanimous written consent pursuant to the Bylaws. A special meeting of the Committee may be called by the Chairperson and will be called promptly upon the request of any two Committee members. The agenda of each meeting will be prepared by the Chairperson (in consultation with the appropriate members of the Committee and management) and circulated to each member prior to the meeting where reasonably practicable. Unless the Committee or the Board adopts other procedures, the provisions of the Bylaws, as in effect from time to time and as applicable to meetings of the Board, will govern meetings of the Committee. A quorum for any meeting of the Committee shall be a majority of the members of the Committee.
- 5.2. **Minutes and Reports.** Minutes of each meeting will be kept with the regular corporate records. The Committee will periodically report to the Board its findings and actions.
- 5.3. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, or any member of

the Committee, to the extent consistent with the Company's charter and bylaws, applicable law, rules and regulations and the rules of NYSE.

**6. Resources**

The Committee shall have the sole authority to retain and terminate such outside counsel, experts and other advisors (including any search firm to be used to identify director candidates) as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Company will provide for appropriate funding, as determined by the Committee, for the payment of compensation to any advisors employed by the Committee and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may also utilize the services of the Company's regular legal counsel or other advisors.

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