

NEXTRACKER INC.
NOMINATING, GOVERNANCE AND PUBLIC RESPONSIBILITY COMMITTEE CHARTER
(as Adopted January 24, 2023)

I. Purpose

The purpose of the Nominating, Governance and Public Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of Nextracker Inc. (the “Company”) is to assist the Board in fulfilling its responsibilities with respect to:

- assessing the composition and performance of the Board and the committees of the Board and the performance of each individual director;
- identifying, recruiting, evaluating and recommending candidates to be presented for appointment or election to serve as members of the Board, consistent with criteria approved by the Board;
- shaping and overseeing the application of the Company’s environmental, social, and corporate governance guidelines, policies and procedures; and
- overseeing any Board communications with stockholders, stockholder proposals and stockholder activism.

I. Membership and Meetings

The Committee shall consist of two or more members of the Board. Each member of the Committee shall be “independent” as defined by the Nasdaq Stock Market Listing Standards; provided that the Board may elect to take advantage of any exception from such independence requirements provided in the Nasdaq Stock Market rules. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

The Committee members (a) shall be appointed by the Board on the recommendation of the Committee, (b) shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and (c) may be removed by the Board in its discretion.

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities. The Board shall designate one member of the Committee to serve as its chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

A majority of the total number of members of the Committee will constitute a quorum for all Committee meetings. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members. When appropriate, the Committee may form, and delegate authority to, subcommittees consisting of one or more members of the Committee.

The Committee shall keep minutes of its proceedings and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes and all consents shall be retained with the minutes of the proceedings of the Board. The Committee shall report to the Board regularly and as the Committee or the Board deems necessary.

I. Responsibilities and Duties

The following are the principal responsibilities and duties of the Committee. These items are set forth as a guide, with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its stated purpose.

Board and Committee Composition; Director Selection

- Identify, recruit, and evaluate candidates for service as members of the Board and as members of committees of the Board consistent with criteria approved by the Board, including assessing a candidate’s independence and, in the case of candidates for membership on the Board’s Audit Committee, financial literacy and expertise.
- Recommend qualified candidates to the Board for appointment or to stand for election at each annual meeting of stockholders of the Company in which directors will be elected.

- Review and consider stockholder-recommended candidates for nomination to the Board.
- Annually evaluate the size, leadership structure, composition and performance of the Board and of the other committees of the Board and recommend any appropriate changes to the Board.
- Recommend to the Board the action to be taken with respect to any offer of resignation from a director who has experienced a significant change in his or her principal business, professional position, employment or other significant responsibilities.
- Review any requests from directors and executive officers to serve on any outside for-profit boards of directors.
- Promote an inclusive and diverse Board and committees of the Board.
- Annually evaluate the independence, skills, and contributions of each individual Board member.
- Review and make recommendations to the Board for the compensation of the Company's non-employee directors for Board and Committee service including approval of grants of equity awards to non-employee directors.
- Develop and oversee the new director orientation and continuing education programs for directors.

Environmental, Social, and Corporate Governance

- Review and make recommendations to the Board regarding, and approve Company disclosures concerning, the corporate governance guidelines, policies and procedures of the Company.
- Review and make recommendations to the Board regarding the Company's corporate responsibility and sustainability policies and programs, considering such matters as human rights, social issues, and environmental risks and opportunities.
- Review and assess current and emerging environmental, social, and corporate governance issues, trends, regulatory developments, and best practices.
- Monitor assessments of the Company's corporate governance program and applicable proxy advisory services policies and reports.
- Review the Company's annual sustainability report.
- Oversee the Company's policies and practices regarding political expenditures, including an annual review of the Company's corporate political contributions, lobbying activities and trade association dues and payments.

Stockholder Engagement

- Oversee any Board communications and engagement with stockholders.
- Assess and make recommendations to the Board regarding stockholder proposals properly submitted by stockholders and issues pertaining to stockholder rights and stockholder activism.

Additional Responsibilities

- Annually evaluate the performance of the Committee, including a review of adherence to this charter.
 - Annually review the adequacy of this charter and recommend any proposed changes to the Board for approval.
 - Determine and evaluate the Company's share ownership guidelines and monitor compliance therewith at least annually.
 - Review and approve the Company's Code of Business Conduct and Ethics ("Code of Conduct"); review and recommend to the Board the action to be taken with respect to any requested waivers of the Code of Conduct related to the executive officers or members of the Board.
 - Review and recommend for Board approval any standing resolutions on delegation of authority to management.
 - Perform any other activities required by the federal securities laws, the rules and regulations of the Nasdaq Stock Market, and any other applicable law, rules or regulations and perform other activities that are consistent with this charter, the Company's certificate of incorporation, bylaws and governing laws, as the Committee or the Board deems necessary or appropriate.
- I. **Policies and Procedures for Selecting Director Candidates**

The Company shall seek to achieve a balance and diversity of knowledge, experience and capability with respect to the directors serving on the Board. To this end, the Committee shall seek candidates with high professional and personal ethics and values, a general understanding of various business disciplines (e.g., marketing, finance, etc.), an understanding of the Company's business and industry, educational and professional background, analytical ability, independence, willingness to devote adequate time to Board duties and ability to act in and represent the balanced best interests of the Company and its stockholders as a whole, rather than special constituencies. Further, in the pool for each search the Board undertakes, the Committee considers a candidate's ability to contribute to the diversity of the Board (including diversity of experience, viewpoints, backgrounds, gender, race and ethnicity). Although the Committee shall use these and other criteria to evaluate candidates, the Committee shall have no specified minimum criteria for candidates. The Committee generally recruits, evaluates, and recommends nominees for the Board based upon recommendations from

the Company's directors and management. From time to time, the Committee may retain a third-party search firm to help identify potential candidates. The Committee will also consider recommendations submitted by stockholders and will evaluate such prospective nominees using the same standards that are applicable for all Board candidates.

I. Authority to Retain Advisors

The Committee shall have the authority, in its sole discretion, to obtain advice and assistance from outside legal counsel, experts or other advisors, including the retention of a search firm to be used to identify director candidates. The Committee shall have sole authority to retain and terminate any such advisors or search firm, including sole authority to approve the advisor's or firm's fees and other retention terms. The Committee shall be directly responsible for appointing, compensating and overseeing the work of any such advisor or search firm retained by the Committee. The Company will provide for appropriate funding, as determined by the Committee, to compensate advisors or search firms employed by the Committee as well as for any costs or expenses related to the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties. The Committee shall have the authority to obtain advice and assistance from any officer or employee of the Company and shall have full, unrestricted access to Company books, records and facilities.