



NOMINATING AND ENTERPRISE RISK MANAGEMENT COMMITTEE CHARTER

(dated October 7, 2022)

Purpose

The purpose of the Nominating and Enterprise Risk Management Committee (the "Committee") of the Board of Directors (the "Board") of Zevia PBC (the "Company") is to:

- identify individuals qualified to become members of the Board (consistent with criteria approved by the Board);
- recommend director candidates to the Board;
- perform a leadership role in shaping the Company's corporate governance, including developing and recommending to the Board a set of corporate governance principles; and
- oversee the Company's risk management processes.

1. Membership and Operations; Meetings. The number of members of the Committee shall be determined and appointed by the Board and shall be comprised of at least two members, consisting (subject to the transition rules and exceptions applicable to a company listed on the New York Stock Exchange (the "NYSE")) entirely of independent directors. The Board shall designate one member as chairperson or delegate such authority to designate a chairperson to the Committee. For purposes hereof, an "independent" director is a director who meets the NYSE standards of independence for directors and Committee members, as determined by the Board.

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, at such times and places as the Committee or its chairperson determines. A majority of the members of the Committee constitutes a quorum. The Committee will report regularly to the Board with respect to its activities.

2. Duties and Responsibilities. Among its specific duties and responsibilities, the Committee will:

- (a) Together with the Audit Committee, review and discuss the Company's practices with respect to risk assessment and risk management.
- (b) Oversee the major risks facing the Company, with the assistance of the other Board committees for risks falling within their purview, as well as the adequacy of the Company's risk management frameworks and processes, including oversight of the adequacy of the Company's insurance coverage.

- (c) Advise the other Board committees, as needed, with respect to their oversight of risk management matters.
- (d) At least annually, meet with the Audit Committee to discuss the Company's compliance program with respect to legal and regulatory requirements.
- (e) Work with the Company's General Counsel and Chief Financial Officer or Risk Management Officer(s), if any, to review the Company's business strategy and practices to ensure consistency with risk policies and profile, and consider risk assessment and management as part of the strategic planning process.
- (f) Review and oversee strategic risks and opportunities, including those related to competitive activity; consumer demography and preferences; industry disruption; supply chain continuity and disaster recovery; vendor management; product safety; litigation; legislative activities; market conditions; and workplace safety and environmental matters.
- (g) Oversee the Company's crisis management framework, including incident response plans.
- (h) Develop and recommend to the Board criteria for identifying and evaluating director candidates and periodically review these criteria and recommend changes to the Board as appropriate.
- (i) Annually evaluate the composition of the Board to assess whether the skills, experience, characteristics and other criteria established by the Board are currently represented on the Board as a whole and with respect to each individual director, and to assess the criteria that may be needed in the future.
- (j) Identify, review the qualifications of and recruit director candidates for election to the Board and to be nominated for election by the stockholders at the Company's annual meeting.
- (k) Assess the qualifications, contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- (l) Discuss succession planning for the Board and key leadership roles on the Board and its committees.
- (m) Establish procedures for the consideration of director candidates recommended for the Committee's consideration by the Company's stockholders.
- (n) Recommend to the Board the nomination of director candidates for election or reelection at the Company's annual meeting of stockholders.
- (o) Recommend to the Board director candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- (p) Develop and recommend to the Board a set of corporate governance principles, annually review these principles and recommend changes to the Board as appropriate.

- (q) Recommend to the Board any proposed changes to the Company's other significant governance documents.
- (r) Periodically review the Board's leadership structure and recommend changes to the Board as appropriate, including with respect to the appointment of the lead independent director.
- (s) Make recommendations to the Board concerning the size, structure, composition and function of the Board and its committees.
- (t) Recommend committee members and chairpersons to the Board for appointment and consider periodically rotating directors among the committees.
- (u) Review directorships at other for-profit organizations offered to directors and senior officers of the Company.
- (v) Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
- (w) Oversee the orientation process for new directors and continuing education for incumbent directors.
- (x) Oversee the annual evaluation process of the Board and its committees.
- (y) Oversee the Company's stockholder engagement program, and make recommendations to the Board regarding its involvement in stockholder engagement.
- (z) Annually evaluate the performance of the Committee and review the Committee charter for the purpose of assessing the adequacy of such charter, and recommend any proposed changes to the Board for review, discussion and approval as appropriate.
- (aa) Review proposals submitted by Company stockholders for inclusion in the Company's proxy materials and recommend to the Board appropriate action.
- (bb) Review any director resignation letter tendered in accordance with the Company's resignation policy set out in the Company's corporate governance principles, and evaluate and recommend to the Board whether such resignation should be accepted.

3. Subcommittees. The Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate.

4. Outside Advisors. The Committee has the authority to retain such outside counsel, consultants, experts and other advisors as it determines appropriate to assist it in the performance of its functions and will receive appropriate funding, as determined by the Committee, from the Company for the payment of compensation to any such advisors and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties.