



## **NOMINATING AND ENTERPRISE RISK MANAGEMENT COMMITTEE CHARTER**

**(dated September 26, 2024)**

This Nominating and Enterprise Risk Management Committee Charter was adopted by the Board of Directors (the “Board”) of Zevia PBC, a Delaware public benefit corporation (the “Company”), on July 21, 2021 and amended on October 7, 2022 and September 20, 2023 and September 26, 2024.

### **Purpose**

The purpose of the Nominating and Enterprise Risk Management Committee (the “Committee”) 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;
- oversee the annual evaluation of the Board and its committees; 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 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 New York Stock Exchange (“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 may act in writing by unanimous consents of its members. The Committee may meet in executive session, outside the presence of Company management. The Committee will report regularly to the Board with respect to its activities.

In addition to the duties and responsibilities expressly delegated to the Committee in the Committee charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with such charter, the purposes of the Committee, the Company’s bylaws and applicable NYSE rules.

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

- (a) **Shared duties with Audit Committee.** Together with the Audit Committee, review and discuss the Company's practices with respect to risk assessment and risk management.
- (b) **Oversight of Risk Management and Cybersecurity; Insurance.** 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, processes and mitigation plans, including oversight of risks related to the Company's cybersecurity programs and information security matters, and the adequacy of the Company's insurance coverage. Regular review and discussion of reports and updates from management.
- (c) **Oversight of Risk Management of Other Committees.** Advise the other Board committees, as needed, with respect to their oversight of risk management matters.
- (d) **Legal and Regulatory Compliance.** At least annually, meet with the Audit Committee to discuss the Company's compliance program with respect to legal and regulatory requirements.
- (e) **Risk Oversight of Strategic Planning Process with Management.** 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) **Oversight of Other Risks.** 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) **Crisis Management Oversight.** Oversee the Company's crisis management framework, including incident response plans.
- (h) **Criteria for Selecting Directors.** 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) **Board composition.** 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) **Director Recruitment.** 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) **Assessment of Incumbent Directors.** Assess the qualifications, contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- (l) **Board Succession Planning.** Discuss succession planning for the Board and key leadership roles on the Board and its committees.
- (m) **Consideration of Stockholders Procedures for Director Candidates.** Establish procedures for the consideration of director candidates recommended for the Committee's consideration by the Company's stockholders.
- (n) **Director Nominees.** Recommend to the Board the nomination of director candidates for election or reelection at the Company's annual meeting of stockholders.
- (o) **Vacancies and Newly Created Directorships.** Recommend to the Board director candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- (p) **Corporate Governance Principles.** 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) **Other Corporate Governance Matters.** Recommend to the Board any proposed changes to the Company's other significant governance documents.
- (r) **Board Leadership Structure.** 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) **Board Size and Structure.** Make recommendations to the Board concerning the size, structure, composition and function of the Board and its committees.
- (t) **Committee Structure and Membership.** Recommend committee members and chairpersons to the Board for appointment and consider periodically rotating directors among the committees.
- (u) **Outside Directorships.** Review directorships at other for-profit organizations offered to directors and senior officers of the Company.
- (v) **Board Materials.** Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
- (w) **Director Orientation.** Oversee the orientation process for new directors and continuing education for incumbent directors.
- (x) **Board and Committee Evaluation.** Oversee the annual evaluation process of the Board and its committees.

- (y) **Stockholder and Investor Engagement.** Oversee the Company's stockholder engagement program, and make recommendations to the Board regarding its involvement in stockholder engagement.
  - (z) **Committee Self-Evaluation and Review of Charter.** 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) **Stockholder Proposals.** Review proposals submitted by Company stockholders for inclusion in the Company's proxy materials and recommend to the Board appropriate action.
  - (bb) **Director Resignation Policy.** 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. In fulfilling its responsibilities, 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. The Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.