



**TIGO ENERGY, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

I. Statement of Policy

This charter (the “**Charter**”) specifies the scope of the responsibilities of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Tigo Energy, Inc. (the “**Company**”) and the manner in which those responsibilities shall be performed, including the Committee’s structure, processes and membership requirements.

The primary responsibilities of the Committee are to (i) identify and screen individuals qualified to become Board members; (ii) select, or recommend to the Board, director nominees for each election of directors; (iii) develop and recommend to the Board criteria for selecting qualified director candidates; (iv) consider committee member qualifications, appointment and removal; (v) recommend corporate governance principles, including policies, applicable to the Company; (vi) provide oversight in the evaluation of the Board and each committee; and (vii) provide oversight of the Company’s significant environmental, social and corporate governance (collectively, “**ESG**”) practices, policies, and activities.

II. Composition and Membership Requirements

The Committee shall be comprised of two or more Board members (the “**Members**”), each of whom must be determined by the Board to be “independent” under the Company’s Corporate Governance Guidelines and the rules of the Nasdaq Stock Market (“**Nasdaq**”).

The Members shall be appointed by the Board and shall serve, at the discretion of the Board, until their successors are duly elected and qualified or until their earlier resignation, removal or death. Any Member may be removed or replaced by the Board at any time with or without cause. Unless a Committee chair is elected by the full Board (the “**Chair**”), the Members may designate a Chair by majority vote of the full Committee.

The Committee may, from time to time, delegate any and all duties or responsibilities to one (1) or more subcommittees or to one Member of the Committee.

III. Operating Principles, Meetings, and Committee Action

The Committee shall meet as often as it deems necessary or appropriate to fulfill its responsibilities hereunder, and at least twice during each fiscal year. The Chair shall preside at all regular meetings of the Committee and shall set the agenda for each Committee meeting. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. Unless otherwise restricted by the Company’s certificate of incorporation or bylaws, all meetings of the Committee may be held by means of telephone conference or other communications equipment (including video conference) by means of which all persons participating in the meeting can hear each other. In addition, unless otherwise restricted by the Company’s certificate of incorporation or bylaws, the Committee may act by unanimous written



consent in lieu of a meeting.

All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

The Chair shall preside at all regular meetings of the Committee and shall set the agenda for each Committee meeting. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

The Committee may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee.

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, or other advisors as appropriate to perform its duties hereunder. Without limiting the generality of the foregoing, the Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company.

IV. Authority and Responsibilities

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

A. Nominating Functions

1. Determine criteria for selecting new directors, including desired board skills, knowledge, experience, diversity, and other attributes required to fulfill their respective duties, and identify and actively seek individuals qualified to become directors. Diversity shall be broadly construed to mean a variety of identities, perspectives, personal and professional experiences and backgrounds. This can be represented in both visible and non-visible characteristics that include but are not limited to race, ethnicity, national origin, age, gender and sexual orientation.

2. Identify candidates believed to be qualified for membership on the Board and select, or recommend to the Board, nominees for all directorships to be filled by the Board or by the stockholders at an annual or special meeting. To the extent there is a stockholders agreement to which the Company



is a party (as such may be amended from time to time) that governs the composition of the Board, the Committee shall act appropriately to nominate individuals to serve as directors of the Board, to fill vacancies on the Board and to comply with such other matters as may be specified in such agreement, in each case, in accordance with such agreement.

3. Review and make recommendations to the full Board, or determine, whether members of the Board should stand for re-election. Consider matters relating to the retirement of members of the Board, including term limits or age limits, as well as the performance of such directors. In case of a director nomination to fill a vacancy on the Board due to an increase in the size of the Board, recommend to the Board, if applicable, the class of directors in which the director nominee should serve.

4. Evaluate director candidates for nomination to the Board, including those recommended by the Company's stockholders on a substantially similar basis as it considers other nominees. The Committee may adopt such procedures for the submission of recommendations as it deems appropriate.

5. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.

6. Recommend to the Board, as necessary and appropriate, an individual to serve as a lead director of the Board, if applicable, as and to the extent described in the Corporate Governance Guidelines.

7. Periodically evaluate Board succession, including succession planning for Board leadership positions.

B. Corporate Governance Functions

1. Review, assess and consider evolving corporate governance best practices and develop and review, on an ongoing basis, the adequacy of the corporate governance guidelines applicable to the Company and recommend to the Board for amendment as appropriate. Such principles shall include, at a minimum, director qualification standards, director responsibilities, committee responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, management succession and annual performance evaluation of the Board.

2. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nomination process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

3. In consultation with the Audit Committee of the Board (the "**Audit Committee**"), review and recommend to the Board for adoption any revisions to the Company's Code of Business Conduct and Ethics.



4. Review, at least annually, the Company's compliance with the corporate governance listing requirements of Nasdaq, and report to the Board regarding the same.
5. Review periodically, and receive from management updates with respect to, the Company's ESG and sustainability strategy, initiatives, policies and practices.
6. At the request of the Audit Committee, review the Company's Related Party Transaction Policy, and recommend any amendments or revisions for consideration and adoption by the Board as appropriate.
7. Assist the Board in developing criteria for the evaluation of the performance of the Board and its committees.
8. If requested by the Board, assist the Board in its evaluation of the performance of the Board and each committee of the Board.
9. Periodically review its own performance and report such evaluation to the Board.
10. Review, assess and recommend to the Board changes to the Company's bylaws as needed.
11. Assist management as necessary in providing an orientation process for new directors and coordinating continuing education programs for all Board members, as and to the extent described in the Company's Corporate Governance Guidelines.
12. Oversee the succession planning process for executive officers and, in consultation with the Compensation Committee, review and evaluate the succession plans relating to the CEO and other executive officers positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
13. Regularly report to the Board on the Committee's activities, recommendations and conclusions.
14. Perform any other functions and activities consistent with this Charter, the Company's bylaws and applicable law, rules and regulations, as the Committee or the Board deems necessary or appropriate.

V. Periodic Review

The Committee shall at least annually review and reassess the adequacy of this Charter. Any proposed changes to this Charter or the scope of responsibilities of the Committee hereunder shall be referred to the Board for appropriate action.

Effective Date: May 24, 2023