

Nominating And Governance Committee Charter

1. Purpose

To assist the board of directors (the “Board of Directors”) of Rivian Automotive, Inc. (the “Corporation”) in fulfilling its oversight responsibilities relating to the (i) nomination of directors and (ii) development and maintenance of the Corporation’s corporate governance policies and practices, and (iii) monitoring of the Corporation’s and its subsidiaries’ (collectively, the “Rivian Group”) compliance with applicable laws and regulations and any related matters required by the federal securities laws.

2. Authority

In addition to the duties and responsibilities expressly delegated to the Nominating and Governance Committee (the “N&G Committee”) in this Nominating and Governance Committee Charter (this “Charter”), the N&G Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the N&G Committee, the Corporation’s bylaws and the applicable rules of the Nasdaq Stock Market LLC (“Nasdaq”). The N&G Committee has the authority to review, investigate, monitor and oversee any matters within its scope of responsibility. It is furthermore empowered to:

- (a) Seek any and all information that it deems necessary or advisable from the officers and employees of Rivian Group focusing on governance and any related matters required by applicable laws and regulations (including federal securities laws), and all of whom are directed by the Board of Directors to cooperate with the N&G Committee’s requests;
- (b) Meet with the Rivian Group’s executive officers, outside counsel or any advisers engaged by the N&G Committee as the N&G Committee deems necessary or advisable; and
- (c) Delegate any or all of its responsibilities to a subcommittee of the N&G Committee.

3. Composition

The N&G Committee shall be comprised of such number of directors as the Board of Directors shall determine from time to time, each of whom must satisfy the independence requirements of Nasdaq, subject to any available exception. The members and Chair of the N&G Committee will be appointed and designated, and may be removed, with or without cause, by the Board of Directors.

4. Meetings

The N&G Committee shall meet as often as it deems necessary in order to perform its duties. All N&G Committee members are expected to attend each meeting, in person or via tele- or video-conference. The presence (in person or via tele- or video-conference) of a majority of the members of the N&G Committee shall constitute a quorum.

5. Responsibilities

The N&G Committee will carry out the responsibilities set forth below.

A. Director Nominations

- (i) Identify and screen individuals qualified to become members of the Board of Directors, consistent with the criteria set forth in the Corporation's Corporate Governance Guidelines, and ensure that the Board of Directors has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds.
- (ii) Make recommendations to the Board of Directors regarding the selection and approval of the nominees for director to be submitted to the Board of Directors and/or the Corporation's stockholders.
- (iii) Review on an annual basis the Board of Director's committee structure and composition and make recommendations to the Board of Directors regarding the appointment of directors to serve as members of each committee and committee chairs.
- (iv) Periodically review the Board of Director's leadership structure and recommend to the Board of Directors for its approval changes to its leadership structure.
- (v) If a vacancy on the Board of Directors and/or any committee of the Board of Directors occurs, identify and make recommendations to the Board of Directors regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

B. Corporate Governance

- (i) Develop and recommend to the Board of Directors a set of corporate governance guidelines applicable to the Corporation, review such guidelines from time to time as the N&G Committee deems appropriate and recommend any necessary or appropriate changes to the Board of Directors.
- (ii) Oversee the Corporation's corporate governance practices and procedures, including identification of best practices, review and recommendation to the Board of Directors for approval any changes to the documents, policies and procedures in the Corporation's corporate governance framework, including its certificate of incorporation and by-laws.
- (iii) Oversee the periodic evaluation of the Board of Directors and its committees.
- (iv) Make recommendations to the Board of Directors regarding issues of management succession.

C. Other Responsibilities

- (i) Report regularly to the Board of Directors as to the N&G Committee's activities.
- (ii) Review and assess the adequacy of this Charter periodically and recommend any proposed changes to the Board of Directors for approval.
- (iii) Evaluate the N&G Committee's performance on a periodic basis.

6. Outside Advisers

The N&G Committee has sole authority to retain, obtain the advice and assistance of and terminate director and executive search firms, legal counsel or other advisers as it deems necessary to fulfill its duties and responsibilities under this Charter, including sole authority to approve such search firm's fees and other retention terms. The Corporation shall provide for appropriate funding, as determined by the N&G Committee, for payment of reasonable compensation to any adviser retained by the N&G Committee.

RIVIAN AUTOMOTIVE, INC.

This Charter may be amended, supplemented and replaced from time to time pursuant to the approval of the Board of Directors.

This Charter was approved and adopted by the Board of Directors on October 26, 2021.