

Lucid Group, Inc.

Nominating and Corporate Governance Committee Charter

Amended and Restated February 3, 2026

Purpose

The Nominating and Corporate Governance Committee (the "**Committee**") is created by the Board of Directors (the "**Board**") of Lucid Group, Inc. (the "**Company**") to:

- review and evaluate the size and composition of the Board consistent with its needs;
- subject to the requirements of the Investor Rights Agreement, dated as of February 22, 2021 and as amended from time to time, by and among the Company, Ayar Third Investment Company and the other parties thereto (the "**Investor Rights Agreement**"), recommend criteria for the selection of candidates to the Board and its committees, and identify individuals qualified to become Board members consistent with such criteria, including the consideration of nominees validly submitted by stockholders in accordance with applicable laws, rules and regulations, and the provisions of the Company's governance documents;
- subject to the requirements of the Investor Rights Agreement, recommend to the Board director nominees for election at the next annual or special meeting of stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- subject to the requirements of the Investor Rights Agreement, recommend directors for appointment to Board committees;
- make recommendations to the Board as to determinations of director independence;
- oversee the evaluation of the Board and its committees;
- oversee and periodically review the Company's policies and programs concerning its environmental sustainability, corporate social responsibility, and governance;
- make recommendations to the Board regarding non-employee director compensation; and
- review and recommend to the Board changes to the Corporate Governance Guidelines (or the "**Guidelines**") for the Company and oversee compliance with such Guidelines.

Membership

The Committee shall consist of two or more members, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of The Nasdaq Stock Market LLC. Subject to the Investor Rights Agreement, the Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be directly appointed by the independent members of the Board and may be directly removed by the independent members of the Board at any time, subject to the requirements of the Investor Rights Agreement. The Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Board/Committee Nominees

- Subject to the Investor Rights Agreement, the Committee shall oversee searches for and identify qualified individuals for membership on the Board.
- Subject to the Investor Rights Agreement, the Committee shall recommend to the Board criteria for Board and Board committee membership and shall recommend individuals for membership on the Board and its committees. In making its recommendations for Board and committee membership, the Committee shall:
 - review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board (and taking into account any enhanced independence or qualification requirements for committee membership under applicable law or The Nasdaq Stock Market LLC rules);
 - in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;
 - periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of character, professional ethics and integrity, judgment, diversity, age, independence, skills, education, length of service, background and experience, understanding of the Company's business and other commitments; and
 - consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board.

Evaluating the Board and its Committees

- At least annually, the Committee shall lead the Board and its committees in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

Corporate Governance Matters

- The Committee shall review and recommend changes to the Board regarding the Corporate Governance Guidelines for the Company. At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board.

- The Committee shall be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.
- The Committee shall review, as needed, any director's invitation to serve on another public company board, not-for-profit/tax-exempt board or with government or advisory groups and determine whether such simultaneous service impairs the director's ability to serve effectively on the Board.
- The Committee shall review any potential impact of a director's change in principal occupation on the director's service on the Board.
- The Committee shall review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.
- The Committee shall review periodically the list of individuals designated as (i) "Executive Officers" for purposes of Rule 3b-7 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), (ii) "Section 16 Officers" for purposes of Section 16 of the Exchange Act and the rules promulgated thereunder, and (iii) officers of the Company within the meaning of Section 142 of the Delaware General Corporation Law, and shall recommend to the Board any such designations and any proposed changes thereto.

Environmental, Social and Governance

- The Committee shall oversee environmental, social and governance matters relating to the Company and shall periodically inform the Board regarding such matters.

Director Compensation

- The Committee shall review and recommend to the Board for approval the type and amount of compensation to be paid or awarded to non-employee Board members, including consulting, retainer, meeting, committee and committee chair fees and stock option grants or awards.

Director Orientation and Continuing Education

- The Committee shall oversee an orientation and continuing education program for directors meeting the requirements set forth in the Company's Corporate Governance Guidelines.

Reporting to the Board

- The Committee shall report to the Board periodically.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Authority and Delegations

The Committee has the sole authority to retain and terminate any advisers, including search firms to identify director candidates, compensation consultants as to non-employee director compensation, and legal counsel, including sole authority to approve all such advisers' fees and other retention terms.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it to be appropriate and in the best interests of the Company.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. The Committee may also act by unanimous written consent in lieu of a meeting. A quorum of the Committee for the transaction of business will be a majority of its members. The Chair of the Committee will designate a secretary for each meeting, who need not be a member of the Committee. The Committee will maintain written minutes of its meetings and copies of its actions by written consent and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board.

Meetings of the Committee may be in person or by telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other. Meetings of the Committee will be held at such time and place as the Chair of the Committee may from time to time determine. Meetings may, at the discretion of the Committee, include other directors, members of management, independent advisers and consultants, representatives of the Company's independent registered public accounting firm, the Company's internal auditor, any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee but may not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event are not entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director that is not a member of the Committee.