

AVEPOINT, INC.

NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER

Approved: June 29, 2021

Effective: July 1, 2021

There shall be a Committee of the Board of Directors (the “**Board**”) of AvePoint, Inc., a Delaware corporation (the “**Company**”) to be known as the Nominating and Corporate Governance Committee (the “**Committee**”) with purpose, composition, authority, duties, and responsibilities, as follows:

A. PURPOSE OF THE COMMITTEE.

The purpose of the Committee is to:

1. Review and report periodically to the Board on matters relating to the identification, selection, and qualification of candidates, including the nomination of incumbent directors for reelection and nominees recommended by stockholders, nominated to the Board;
2. Consider and make recommendations to the board of directors regarding the composition and chairmanship of the committees of the Board;
3. Develop and make recommendations to the board of directors regarding corporate governance guidelines and matters, including in relation to enterprise risk management, privacy, cybersecurity, personal data security, and corporate social responsibility; and
4. Oversee periodic evaluations of the performance of the Board, including its individual directors and committees.

B. COMPOSITION OF THE COMMITTEE.

The members of the Committee shall be appointed by the Board. The Committee will be composed of not less than three Board members. Each member shall be “independent” in accordance with applicable law, including the rules and regulations of the Securities and Exchange Commission (the “**SEC**”) and the rules of The Nasdaq Stock Market LLC (“**Nasdaq**”). The presiding officer of the Committee (the “**Chair**”) shall be designated by the Board.

Members of the Committee shall serve until their successors are duly elected and qualified or their earlier resignation or removal. The Board may replace any member of the Committee.

C. COMMITTEE MEETINGS.

The Committee shall meet as often as it deems appropriate to perform its duties and responsibilities under this charter. The Chair of the Board, any member of the Committee, or the Secretary of the Company may call meetings of the Committee. The Chair of the Committee, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee’s agenda. At the beginning of the year, the Committee will establish a schedule

of agenda subjects to be discussed during the year (to the extent these can be foreseen). The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

D. AUTHORITY AND RESOURCES.

The Committee may request any officer or employee of the Company or the Company's internal or counsel to attend a Committee meeting or to meet with any members of, or consultants to, the Committee. Barring any conflict of interest (including any circumstance that would or could jeopardize the independence of the Committee) identified by him, by the Board, by the Committee, or any member or members thereof, the head of the Company's Office of the General Counsel (the "***General Counsel***") shall be entitled to attend meetings of the Committee as a non-voting participant.

Notwithstanding anything else contained in this charter to the contrary, the Committee shall not be empowered to approve matters that applicable law, the Company's charter, or the Company's bylaws require to be approved by a vote of the full Board.

E. DUTIES AND RESPONSIBILITIES.

The Committee shall:

Nomination and Evaluation

1. Screen and recommend the selection of nominees to the Board to fill vacancies and newly created directorships based on, among other things, their independence, character, ability to exercise sound judgment, diversity, age, demonstrated leadership, skills, including financial literacy, and experience in the context of the needs of the Board.
2. Develop a pool of potential director candidates for consideration in the event of a vacancy on the Board.
3. Oversee the annual Board performance evaluation process, including conducting surveys of director observations, suggestions and preferences.
4. Consider the performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection.
5. Evaluate and recommend termination of membership of individual directors in accordance with the Company's Bylaws, for cause or for other appropriate reasons.
6. Make recommendations to the Board concerning the size, structure and composition of the Board and its committees.
7. Consider shareholder nominees for election to the Board and review shareholder proposals submitted to the Company for consideration at the Company's annual meeting of shareholders.

Orientation and Continuing Education

8. Approve policies regarding orientation, training and continuing education of directors so that they may maintain and enhance their skills and abilities as directors and to ensure that their knowledge and understanding of the Company's business remains current.

9. Take reasonable steps to ensure that all new directors receive a comprehensive orientation so that each director fully understands the nature and operations of the Company's business, the role of the Board and the Board Committees and the contribution that each director is expected to make (including, in particular, the commitment of time and resources that the Company's expects from its directors).

Corporate Risk Oversight, Privacy, Cybersecurity, and Data Security Control, Processes, and Procedures

10. Review and discuss with management:

- a. management's program to identify, assess, manage, and monitor significant corporate business risks of the Company, including operational, privacy, security, cybersecurity, business continuity, legal and regulatory, and reputational risks;
- b. management's corporate risk management decisions, practices, and activities.

11. Review and discuss with management the Company's privacy, cybersecurity, and data security risk exposures, including:

- a. the potential impact of those exposures on the Company's business, customers, vendors, contractors, partners, sales, operations, and reputation;
- b. the steps management has taken to monitor and mitigate such exposures;
- c. the Company's information governance policies and programs; and
- d. major legislative and regulatory developments that could materially impact the Company's privacy, cybersecurity, and data security risk exposure.

12. Regularly report to the Board the substance of such reviews and discussions and, as necessary, recommend to the Board such actions as the Committee deems appropriate.

Corporate Compliance

13. Consider, in consultation with management and the General Counsel, the regulatory and corporate compliance program scope.

14. Review and discuss with management and the General Counsel the coordination of compliance effort to assure completeness of coverage, reduction of redundant efforts, and the effective use of compliance resources.

15. Review and discuss with management and the General Counsel:

- a. Significant findings during the year and management's responses thereto;

- b. Any difficulties encountered in the course of their compliance review, including any restrictions on the scope of their work or access to required information; and
- c. Any changes required in the planned scope of their compliance plan.

Corporate Governance

16. Consider matters of corporate governance (including actual or potential ethical, moral, legal, statutory, or regulatory conflicts of interest) and periodically review the Company's corporate governance policies and recommend to the Board modifications to the policies as appropriate.

17. Review the Company's governance rules and guidelines annually and submit any recommended changes to the Board.

18. Report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate at least once a year.

19. Perform such other functions as assigned by law, the Company's charter or bylaws, or the Board.

F. REVIEW OF CHARTER.

The Committee will review and assess the adequacy of the Committee's charter, structure, processes, and membership requirements and submit any recommended changes to the Board at least once a year.