

**AST SPACEMOBILE, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**(As of August 15, 2024)**

**I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) is to identify individuals qualified to become members of the Board of Directors (the “**Board**”) consistent with criteria approved by the Board and the terms of the Amended and Restated Stockholders’ Agreement dated as of June 5, 2024 (as may be amended or restated from time to time, the “**Stockholders’ Agreement**”), by and among the Company, Abel Avellan (“**Avellan**”), Antares Technologies LLC (“**Antares**”), Vodafone Ventures Limited (“**Vodafone**”), Rakuten Mobile USA Service Inc. (“**Rakuten**”), ATC TRS II LLC (“**American Tower**” and, together with Avellan, Antares, Vodafone and Rakuten, the “**Stockholder Parties**”) and AT&T Venture Investments, LLC (“**AT&T**” and, together with the Company and the Stockholder Parties, the “**Parties**”), to recommend that the Board select director nominees for the next annual meeting of shareholders to the extent not controlled by the Stockholders’ Agreement, to assist the Board in ensuring that director nominees controlled by the Stockholders’ Agreement meet the requirements of and otherwise comply with the Stockholders’ Agreement, to develop and recommend to the Board a set of Corporate Governance Guidelines and to oversee the evaluation of the Board and management.

**II. Composition**

The Committee must consist of three (3) or more directors. All Committee members must satisfy the independence requirements of the Nasdaq Stock Market LLC (the “**Nasdaq**”), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws (taking into account any controlled company exception).

Committee members must be appointed by the Board subject to the terms of the Stockholders’ Agreement. Any vacancy on the Committee shall be filled by majority vote of the Board, subject to the terms of the Stockholders’ Agreement. Unless a Chair of the Committee is designated by the Board, the Committee may designate a Chair of the Committee by majority vote of the full Committee membership. Committee members may be removed from the Committee, with or without cause, by majority vote of the Board, subject to the terms of the Stockholders’ Agreement.

**III. Meetings, Procedures and Authority**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other

retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws, applicable Nasdaq rules and the Stockholders' Agreement so long it is in effect.

#### **IV. Duties and Responsibilities**

1. *Director Nominees.* Apart from any directors designated in accordance with the Stockholders' Agreement (for so long as such agreement is in effect), the Committee will identify individuals qualified to become members of the Board and recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders and to fill vacancies. In making any such recommendations, the Committee shall consider the need to have at least one director on the Board that is qualified to serve on the Redemption Election Committee of the Board. In addition, the Committee will review and report to the Board on the qualifications of the directors so that the Board can determine whether the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines; *provided*, that such criteria shall not apply to any nominees designated pursuant to the Stockholders' Agreement for so long as such agreement is in effect. The Committee will review the qualifications of individuals suggested by Board members, stockholders, management and others in accordance with such criteria; *provided*, that such criteria shall not apply to any individual designated pursuant to the Stockholders' Agreement for so long as the Stockholders' Agreement is in effect.

3. *Board Committee Structure and Membership.* Subject to the provisions of the Stockholders' Agreement, the Committee will annually review the Board committee structure and report to the Board on such structure.

4. *Director Changes in Position or Circumstances.* The Committee will review any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the director or the Company, in accordance with the Corporate Governance Guidelines. Based on this review, the Committee may recommend that the Board request such director to resign from the Board.

5. *Corporate Governance Guidelines.* The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

6. *Composition of Redemption Election Committee.* The Committee will endeavor to assist the Board in ensuring that the Redemption Election Committee of the Board shall always have an odd number of directors.

7. *Board Evaluations.* The Committee will oversee the annual self-evaluations of the Board and its committees.

8. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

9. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

10. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

11. *Review of this Charter.* The Committee must periodically review and reassess the adequacy of this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

## **VI. Stockholders' Agreement**

For so long as the Stockholders' Agreement is in effect, this Charter will be interpreted consistent with such agreement.