

## **CELLEBRITE DI LTD.**

### **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

The board of directors (the “Board”) of Cellebrite DI Ltd. (the “Company”) has constituted and established a nominating and governance committee (the “Committee”) with the authority, responsibility and duties as described in this Nominating and Governance Committee Charter (this “Charter”).

#### **I. Purpose**

The purpose of the Committee is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual general meeting of shareholders and to develop and recommend to the Board a set of corporate governance guidelines (the “Corporate Governance Guidelines”) and to oversee the Company’s policies, programs and strategies related to governance matters.

The purpose, responsibilities and other provisions specified in this Charter are meant to serve as guidelines, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary or advisable from time to time to fulfill its responsibilities. Unless otherwise prescribed in this Charter, the rules and procedures applicable to the operation of the Board shall apply to the operation of the Committee with any necessary changes.

#### **II. Composition**

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (“Nasdaq”), subject to any available exception. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership. In the event the Company is subject to the external director rules of the Companies Law 5759-1999, and the regulations promulgated thereunder, as may be amended from time to time (the “Companies Law”), one of the members of the Committee shall be an external director.

#### **III. Meetings, Procedures and Authority**

The Committee will meet as often as necessary to carry out its responsibilities, but no less than once every fiscal year. 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 Companies Law and the Company’s Amended and Restated Articles of Association (the “Articles of Association”). The presence (in person or via telephone or other means of remote communication) of a majority of the members of the Committee shall constitute a quorum for the transaction of business at a meeting of the Committee, and the act of a majority of those present at any meeting at which there is a quorum and who are entitled to vote on the

matter shall be the act of the Committee. The Committee may also act in a unanimous written consent in lieu of a meeting of the then-serving members of the Committee. The Committee may ask members of management or others to attend meetings and provide pertinent information, as necessary.

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. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

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 Articles of Association, the Companies Law and applicable Nasdaq rules.

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

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds, and evaluate annually the independence of incumbent members of the Board. The Committee will conduct the appropriate and necessary inquiries into the backgrounds and qualifications of such possible candidates for director. The Committee will also consider the performance of incumbent directors whose terms are expiring to determine whether to nominate them to stand for reelection. Based on this process, the Committee will review and recommend to the Board nominees for election as directors of the Company, and also review nominees recommended by shareholders of the Company using the same process. Additionally, using the same process, the Committee will identify, evaluate and recommend to the Board nominees to fill any vacancies or newly created directorships. For the avoidance of doubt, the Board itself will be ultimately responsible for selecting its own members and nominating them for election by shareholders.

2. *Nominating Rights.* In identifying director nominees, the Committee shall, subject to the Articles of Association or any other nominating agreement between the Company and any of its shareholders, take into account nominating rights of shareholders to the extent applicable.

3. *External Directors.* In identifying director nominees, the Committee shall consider the requirements of the Companies Law and the Articles of Association, each to the extent applicable, to appoint at least two "external directors" as defined in the Companies Law.

4. *Criteria for Selecting Directors.* The Committee will develop and recommend to the Board for its approval the criteria to be used by the Committee in recommending directors and by the Board in nominating directors (the "Criteria"), in addition to those set forth in the Corporate Governance Guidelines. The initial Criteria are set forth on **Annex A** hereto.

5. *Board Performance.* The Committee will establish procedures for, and administer, periodic performance evaluations of the Board and its committees by their members. The Committee shall evaluate and recommend to the Board the termination of membership of individual directors for cause or other appropriate reasons (including, without limitation, as a result of changes in directors' employment or employment status).

6. *Management Oversight.* The Committee will periodically review, evaluate and make recommendations regarding management succession and development.

7. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

8. *Corporate Governance Guidelines.* Following the initial adoption by the Board of the Corporate Governance Guidelines, the Committee will review and assess the adequacy of, and recommend to the Board for approval changes to, the Company's Corporate Governance Guidelines, from time to time as it deems appropriate.

9. *Governance Matters.* The Committee will oversee the Company's governance policies, programs, and strategies. The Committee review and make recommendation to the Board regarding boarding:

- a. Board member qualifications, composition and structure, including without limitation: the term of office for directors; retirement policies for non-employee directors (subject to the Company's compensation policy); the ratio of employee and non-employee directors; the size of the Board; and the format and frequency of Board meetings;
- b. the nature and duties of Board committees and qualifications of committee members, including without limitation: evaluating the different duties and powers of Board committees; and the size and composition of the Board committees;
- c. the need for and the role of the lead independent director (which may be set forth in Corporate Governance Guidelines); and
- d. other corporate governance matters as the Committee shall see fit.

10. *Other Corporate Governance Matters.* The Committee will perform such other activities as are required by applicable law, Nasdaq rules or provisions in the Articles of Association and this Charter, or as are otherwise necessary and advisable, in its or the Board's discretion, for the efficient discharge of its duties. The Committee will establish and maintain effective corporate governance principles and practices, including, but not limited to, developing and recommending to the Board any corporate governance guidelines for the Company satisfying any requirements of applicable law and any other applicable requirements

## **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. Reporting**

The Committee will apprise the Board of its decisions and recommendations and of significant developments in the course of performing the above responsibilities and duties.

#### **VII. Review**

The Committee shall from time to time review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. In addition, the Committee shall periodically review its own performance.

#### **VIII. Minutes**

The Committee will maintain written minutes of its meetings.

#### **IX. Interpretation; Definitions**

To the extent any of the provisions included herein is a description or summary of any applicable law or is intended to recite the provisions of any applicable law, then in the event of any inconsistency, contradiction or any other conflict between the provisions herein and the provisions of such applicable law, then the provisions of such applicable law shall prevail. In the event that any such provision of applicable law is amended to include any relief or exclusion, then, such relief and exclusions shall be deemed to constitute an integral part of this charter, whether or not a conflict, inconsistency or contradiction arises.

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Adopted: August 30, 2021

## **Annex A**

### **Initial Criteria**

Nominees for director of the Company should possess the following minimum criteria:

- being able to read and understand basic financial statements;
- being over 21 years of age; and
- having the highest personal integrity and ethics.

The Board and the Nominating and Governance Committee also intend to consider the following additional criteria for nominees for director of the Company:

- possessing relevant expertise upon which to be able to offer advice and guidance to management;
- having sufficient time to devote to the affairs of the Company;
- demonstrated excellence in his or her field;
- having the ability to exercise sound business judgment;
- diversity, including any gender requirements imposed by Israeli law; and
- having the commitment to represent rigorously the long-term interests of the Company's shareholders.