

HYZON MOTORS INC.

ENVIRONMENTAL, SOCIAL & GOVERNANCE COMMITTEE CHARTER

(As adopted by the Board of Directors effective as of November 9, 2023)

PURPOSE

The purpose of the Environmental, Social & Governance Committee (the “Committee”) of the Board of Directors of Hyzon Motors Inc. (the “Company”) is:

- To assist the Board of Directors in overseeing environmental, social, human rights, governance, and public policy matters, including those related to sustainability and climate change, that are relevant to the Company’s activities and performance;
- To assist the Board of Directors in devoting appropriate attention and effective response to stockholder concerns regarding environmental, social, human rights, diversity and inclusion, health and safety, and governance and public policy matters that are relevant to the Company’s activities and performance; and
- To perform such other duties and responsibilities enumerated in and consistent with this Charter.

MEMBERSHIP AND PROCEDURES

Membership and Appointment

The Committee shall be comprised of not fewer than three members of the Board of Directors, each of whom the Board has determined has no relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of any Committee member, each of whom does not accept any consulting, advisory, or other fee from the Company other than fees received in his or her capacity as a member of the Board or any committee of the Board or fixed amounts of compensation received under a retirement plan (including deferred compensation) for prior service with the Company that are not contingent on continued service, and each of whom is not an affiliated person of the issuer or any subsidiary thereof. Each member of the Committee shall also meet any additional independence standards that may be established from time to time by the Board or the Nominating and Corporate Governance Committee and shall have such other qualifications as required by applicable law, the rules and regulations of the SEC or the Nasdaq Rules. Unless determined otherwise by the Board, each member of the Committee shall be a “non-employee director” as defined in Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Committee eligibility shall be determined from time to time by the Board of Directors based on recommendations, if any, from the Nominating and Governance Committee.

The members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Board Nominating and Governance Committee.

Removal

The entire Committee or any individual Committee member may be removed from office with or without cause by the affirmative vote of a majority of the Board of Directors. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board of Directors, the Corporate Secretary, or the Board of Directors (unless the notice specifies a later time for the effectiveness of such resignation). If the resignation of a Committee member is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

Chairperson

A chairperson of the Committee (the "Chairperson") may be designated by the majority of the Committee members upon recommendations by the Nominating and Governance Committee, if any. In the absence of such designation, the members of the Committee may designate the Committee Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda for meetings, and shall have unlimited access to Company management personnel and information. The Committee shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

Meetings

The Committee shall meet at least four times a year at a time and place determined by the Committee Chairperson, with further meetings to occur when deemed necessary or desirable by the Committee or its Chairperson. Meetings shall be either in person or virtually and at such times and places as the Chairperson determines. The Committee may meet in executive session without the presence of management of the Corporation, as appropriate. The Committee shall report regularly to the full Board of Directors with respect to its activities.

Secretary

The Committee may appoint a Secretary whose duties and responsibilities shall be to keep full and complete records of the proceedings of the Committee and perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a director. The Committee may act by unanimous written consent (which may include electronic consent). The Committee will maintain written minutes of its meetings and actions, which minutes and actions will be filed with the minutes of the meetings of the Board.

Delegation

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee to the extent provided in the resolutions of the Committee, and to the extent not limited by applicable law or listing standard, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board of Directors when required.

Authority to retain Advisers

The Committee may, in its sole discretion, retain or obtain the advice of consultants, legal counsel or other advisers to the Committee (each an "Adviser"), as it deems appropriate, without seeking approval

of the Board or management. The Committee shall be responsible for the appointment, compensation, and oversight of the work of each Adviser. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such Advisers.

Evaluation; Charter Review

The Committee shall undertake an annual evaluation assessing its performance, which evaluation shall be reported to the Board of Directors. The Committee shall periodically evaluate the adequacy of this Charter and recommend changes to the Board Nominating and Governance Committee for approval by the Board of Directors.

Duties and Responsibilities

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law or listing standard.

- The Committee shall assist the Board of Directors in identifying, evaluating, and monitoring public policy trends and environmental issues that affect the Corporation's activities and performance, as well as oversight of voluntary reporting of these matters, and shall recommend to the Board policies, programs, and strategies concerning such trends and issues;
- The Committee shall provide oversight and guidance on, and receive reports regarding, environmental matters, including those related to sustainability and climate change, in connection with the Corporation's projects and operations;
- The Committee shall assist the Board in fulfilling its oversight responsibility for the Company's broad enterprise risk management program by reviewing and evaluating risks that may arise in connection with the social, political, environmental, human rights, diversity and inclusion, health and safety, and public policy aspects of the Company's activities, and in doing so direct that the Company consider a broad range of perspectives;
- The Committee shall review public policy trends and make recommendations to the Board of Directors regarding how the Company can anticipate and adjust to these trends in order to more effectively achieve its business goals and actively participate in the public policy dialogue;
- The Committee shall develop recommendations to the Board in order to assist in formulating and adopting basic policies, programs and practices concerning a range of public policy issues which may include, but are not necessarily limited to, sustainability and climate change, environmental protection, corporate responsibility, human rights, diversity and inclusion, health and safety, government relations, and the support of charitable, political, and educational organizations;

- The Committee shall annually review the policies and procedures, expenditures, and public disclosure practices related to the Company's political activities including political contributions and direct and indirect lobbying;
- The Committee shall assist the Board of Directors in analyzing the Company's global reputation;
- The Committee shall annually review stockholder proposals that deal with public policy and environmental issues and make recommendations to the Board regarding the Company's response to such proposals; and
- The Committee shall, in conjunction with the Nominating and Governance Committee, oversee the Company's stockholder engagement program and make recommendations to the Board of Directors regarding its involvement in stockholder engagement.

Charter Amendments

This Charter and any provision contained herein may be amended or repealed by the Board of Directors at any time for any reason or no reason.

Approved: Board of Directors

Date: November 7, 2023