

LINEAGE, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As of July 24, 2024)

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (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 meeting of shareholders, to develop and recommend to the Board a set of Corporate Governance Guidelines and to oversee the evaluation of the Board and management.

The provisions herein are subject to any applicable exemptions and transition periods under the Nasdaq Stock Market LLC (“*Nasdaq*”) and the applicable rules and regulations of the U.S. Securities and Exchange Commission (the “*SEC*”). For so long as Lineage, Inc. (the “*Company*”) is a “controlled company” (as such term is defined under Nasdaq rules), the Company may, from time to time, avail itself of any or all exemptions under Nasdaq rules applicable to controlled companies, including those regarding the provisions contained herein.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of Nasdaq, subject to any available exception. Committee members must be appointed and may be removed, 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.

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, and the Company’s bylaws.

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. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.

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 Attachment A hereto and the Stockholders Agreement, dated July 24, 2024, among the Company and the investors party thereto (the “*Stockholders Agreement*”).

3. *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.

4. *Board Leadership Structure.* The Committee will periodically review the Board leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any proposed changes to the Board.

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

6. *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.

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 charter, bylaws, and the charters of the Company’s other committees.

9. *Environmental and Social Matters.* The Committee will periodically review, and provide oversight with respect to, the Company’s strategy, initiatives, policies and risks concerning environmental and social matters, including human capital management.

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

11. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

12. *Review of this Charter.* The Committee must periodically review and reassess 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 to be consistent with such agreement.

Attachment A

Director Qualification Standards and Additional Selection Criteria

Director Qualification Standards:

Subject to the criteria set forth in the Stockholders Agreement, the Nominating and Corporate Governance Committee, in recommending director candidates for election to the Board, and the Board, in nominating director candidates, will consider candidates who have a high level of personal and professional integrity, strong ethics and values and the ability to make mature business judgments.

Additional Selection Criteria:

In evaluating director candidates, the Nominating and Corporate Governance Committee and the Board may also consider the following criteria as well as any other factor that they deem to be relevant:

- A. The candidate's experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- B. The candidate's experience as a board member of another publicly held company;
- C. The candidate's professional and academic experience relevant to the Company's industry;
- D. The strength of the candidate's leadership skills;
- E. The candidate's experience in finance and accounting and / or executive compensation practices;
- F. Whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable; and
- G. The candidate's geographic background, gender, age and ethnicity.

In addition, the Board will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits.

The Board should monitor the mix of specific experience, qualifications and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure.