

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE OF THE BOARD OF DIRECTORS OF  
FAZE HOLDINGS INC.  
ADOPTED AS OF JULY 19, 2022**

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**I. PURPOSE**

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of FaZe Holdings Inc. (the “Company”), shall be: (i) to assist the Board in identifying individuals who are qualified to serve as members of the Board, and on each committee of the Board, in accordance with criteria approved by the Board; (ii) to select, or recommend to the Board that the Board select, specified individuals as the director nominees for each meeting of stockholders at which directors are to be elected; (iii) to develop, recommend for approval by the Board and maintain corporate governance policies applicable to the Company; and (v) to oversee the evaluation of the Board and its committees.

**II. COMPOSITION**

The Committee shall consist of at least two (2) members of the Board. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion.

Members of the Committee shall be: (i) independent under the applicable rules and listing standards of the exchange on which the Company’s securities are listed (the “Exchange”); (ii) any criteria required by applicable law or the rules or regulations of the U.S. Securities and Exchange Commission (the “SEC”); and (iii) otherwise qualified, as determined by the Board from time to time, to serve on the Committee.

The Board may designate a Chairperson of the Committee. In the absence of that designation, the Committee may designate a Chairperson by majority vote of the members of the Committee; *provided* that the Board may replace any Chairperson designated by the Committee at any time.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. If designated, each such subcommittee may establish its own schedule and Section IV of this Charter shall apply to the meetings of each such subcommittee; *provided* that each reference to the Committee contained in Section IV shall be deemed to be a reference to such subcommittee.

Members of the Committee shall receive such fees or other compensation, if any, for their service as Committee members as may be determined by the Board in its sole discretion.

**III. DUTIES AND RESPONSIBILITIES**

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as

creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

The following are the principal recurring responsibilities and duties of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations, requirements and listing standards of the Exchange and as the Board may request.

***1. Board Composition, Evaluation and Nominating Activities***

The Committee, with respect to the composition and procedures of the Board as a whole, shall:

(a) periodically determine the requisite qualifications, qualities, skills and other expertise to serve effectively as a director on the Board and, in light of such determinations, develop and recommend for approval by the Board such criteria as shall be considered by the Committee and the Board in evaluating and selecting, as applicable, nominees for election to the Board and candidates to fill any vacancies on the Board (the “Director Criteria”);

(b) evaluate the composition, organization and governance of the Board, its leadership structure and its committees and, consistent with the Director Criteria and the Company’s corporate governance principles, recommend for approval by the Board such changes and improvements as the Committee deems necessary or appropriate;

(c) evaluate the independence of director nominees and members of the Board and its committees under the rules of the Exchange and applicable law, rules and regulations;

(d) search for, identify, evaluate and recommend that the Board select, consistent with the Director Criteria, Company policy and applicable law, rules or regulations, specified individuals to be nominated as director nominees for each meeting of stockholders at which directors are to be elected and, as applicable, to fill any new roles or vacancies on the Board;

(e) establish and review periodically the policies and procedures for considering stockholder nominees for election to the Board;

(f) review and consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s certificate of incorporation, bylaws and stockholder nomination and recommendation policies and procedures;

(g) evaluate the performance of each member of the Board eligible for re-election and recommend, consistent with the Director Criteria, qualified members for re-election to the Board by the stockholders at the annual meeting of stockholders or any meeting of stockholders at which directors are to be elected; and

(h) evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons.

## **2. Board Committees**

The Committee shall periodically review the structure, composition and performance of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes in their structure, composition or mandates and the creation or dissolution of committees, and shall recommend to the Board persons to be members and Chairpersons of the various committees of the Board.

## **3. Corporate Governance**

The Committee, with respect to the Company's corporate governance, shall:

(a) develop, recommend for approval by the Board and maintain a set of corporate governance guidelines applicable to the Company (the "Corporate Governance Guidelines");

(b) periodically review the Company's corporate governance framework, policies and practices, including the Company's certificate of incorporation, bylaws and Corporate Governance Guidelines, and shall, as the Committee deems necessary or appropriate, recommend for consideration by the Board any changes or improvements thereto;

(c) establish procedures and be responsible for overseeing the evaluation of the Board as a whole and evaluate and periodically report to the Board on the performance and effectiveness of the Board;

(d) evaluate such continuing education activities as are available to members of the Board and their participation therein and, consistent with the Director Criteria, recommend for consideration by the Board any changes or improvements thereto;

(e) review the disclosure included in the Company's proxy statements or other reports or disclosure regarding the Company's director nomination process or other corporate governance matters;

(f) review periodically, and receive from management updates with respect to, the Company's environmental, social and governance and sustainability strategy, initiatives, policies and practices;

(g) review any proposals validly submitted by stockholders for action at the annual or other meetings of stockholders and make recommendations to the Board regarding such actions, if any, to be taken in response to each such proposal; and

(h) review and discuss with management and, as necessary or appropriate, the Board, the Company's disclosure regarding the operations of the Committee and the Company's corporate governance (including the independence of the Board and its members), and make recommendations as to such disclosure, including, to the extent appropriate or required, that it be included in the Company's proxy statement or annual report on Form 10-K.

## **4. Conflicts of Interest**

The Committee, with respect to potential conflicts of interest, shall:

- (a) review and monitor compliance with applicable Company policy, including the Company's Code of Business Conduct and Ethics, and may make such changes and improvements thereto as the Committee deems appropriate or necessary for compliance with the Company's certificate of incorporation, bylaws or policies or applicable law, rules or regulations;
- (b) consider questions raised as to possible conflicts of interest concerning the Company's directors and officers and such other possible conflicts of interest and personnel as the Committee deems necessary or appropriate; and
- (c) review actual and potential conflicts of interest as to the Company's directors and officers, other than transactions with related persons reviewed by the Audit Committee of the Board, and approve or prohibit the involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity inconsistent with the Company certificate of incorporation, bylaws or policies or applicable law, including fiduciary duties owed to the Company and its stockholders.

#### ***5. Committee Performance and Charter Review***

The Committee shall review and assess, at least periodically, its performance and the adequacy of this Charter and recommend for approval by the Board such changes and improvements to this Charter, if any, as the Committee deems necessary or appropriate.

#### **IV. MEETINGS AND PROCEDURES**

The Committee shall meet as often as it deems necessary or appropriate, but no less than one (1) time annually, at such times and places as the Committee determines. The Chairperson of the Committee shall preside at, and approve the agenda for, meetings of the Committee; *provided* that any member may suggest items for consideration. If a Chairperson is not designated or present, an acting Chair may be designated by the Committee members present at such meeting.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee may act by written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.

The Committee shall maintain written minutes of its proceedings and actions by written consent, which minutes and actions by written consent shall be filed with the minutes of the meetings of the Board. The Committee shall report regularly to the Board with respect to the activities, determinations and recommendations of the Committee.

The Committee may invite to its meetings any director, officer or employee of the Company or its subsidiaries, as well as such other persons as the Committee deems appropriate or necessary in order to carry out its responsibilities. The Committee may also exclude from its

meetings any such persons as the Committee deems necessary or appropriate to exclude in order to carry out its responsibilities.

## V. **ADVISERS**

The Committee shall have the authority, in its sole discretion, to select and retain such advisers, including any internal or outside legal counsel, director search firm and/or other advisers (each, an "Adviser") as the Committee deems necessary or appropriate to assist with carrying out its duties and responsibilities. The Committee shall set the compensation and oversee the work of any such Advisers. The Company will provide appropriate funding, as determined by the Committee, to pay any such Advisers hired by the Committee and any administrative expenses of the Committee that the Committee determines are necessary or appropriate in carrying out its activities. The authority granted to the Committee pursuant to this Charter to retain Advisers shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

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