

## UBIQUITI INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Nominating and Governance Committee”) of the Board of Directors (the “Board”) of Ubiquiti Inc. (the “Company”) is to focus on issues relating to the composition and operation of the Board. The Nominating and Governance Committee provides assistance to the Board in the areas of membership selection, committee selection and rotation practices, evaluation of the overall effectiveness of the Board and management, and review and consideration of developments in corporate governance practices. The Nominating and Governance Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company and assisting the Board with complying with such guidelines. The Nominating and Governance Committee’s goal is to attempt to ensure that the Board is properly constituted to meet its fiduciary obligations to the Company’s stockholders and the Company and that the Company has and follows appropriate corporate governance standards. In addition, the Nominating and Governance Committee will undertake those specific responsibilities listed below and such other duties or responsibilities as the Board may from time to time prescribe.

#### COMMITTEE MEMBERSHIP

The Nominating and Governance Committee should be composed of at least two directors of the Company who are independent as determined by the Board in accordance with the applicable rules of the New York Stock Exchange (the “NYSE”), subject to an election by the Company to rely on the exemption available to “controlled companies” and any applicable transition periods.

The members of the Nominating and Governance Committee shall be appointed by the Board and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier death, resignation or removal. The members of the Committee may be removed, with or without cause, by action of the Board. The Board may designate one member of the Nominating and Governance Committee as its chairperson. If the Board does not designate a chairperson, a majority of the members of the Nominating and Governance Committee may elect a chairperson of the Nominating and Governance Committee.

#### COMMITTEE RESPONSIBILITIES

The responsibilities of the Nominating and Governance Committee shall include the following:

##### Nominating

- Develop a Board capable of advising the Company’s management in fields related to current or future business directions of the Company;
- Establish criteria for the selection of nominees for election as directors to serve on the Board;

- Subject to any obligations and procedures governing the nomination of directors to the Board that may be set forth in any stockholders agreement to which the Company is a party, select, or recommend that the Board select, all nominees for membership on the Board, including the slate of director nominees to be proposed by the Board to the Company's stockholders for election or any director nominees to be elected or appointed by the Board to fill interim director vacancies on the Board. In identifying candidates for membership on the Board, the Nominating and Governance Committee shall take into account all factors it considers appropriate, which may include (a) minimum individual qualifications, including strength of character, mature judgment, familiarity with the Company's business and industry, independence of thought and an ability to work collegially and (b) all other factors the Nominating and Governance Committee considers appropriate, which may include age, diversity of background, existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, various and relevant career experience, relevant technical skills, relevant business or government acumen, financial and accounting background, executive compensation background and the size, composition and combined expertise of the existing Board. The Nominating and Governance Committee also may consider the extent to which the candidate would fill a present need on the Board;

- Review and make recommendations to the full Board, or determine, whether members of the Board should stand for re-election. Consider matters relating to the retirement of members of the Board, including term limits or age limits, as well as the performance of such directors.

- In the case of a director nominated to fill a vacancy on the Board due to an increase in the size of the Board, recommend to the Board, if applicable, the class of directors in which the director-nominee should serve and in accordance with any applicable provisions of the Company's certificate of incorporation, bylaws or any stockholders agreement to which the Company is a party.

- Review director nominees submitted by stockholders of the Company on a substantially similar basis as it considers other nominees. The Nominating and Governance Committee may adopt such procedures for the submission of recommendations as it deems appropriate;

- Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates to serve on the Board;

- Consider questions of independence and possible conflicts of interest of members of the Board and executive officers;

- Provide recommendations to the Board for the appointment of directors to

- committees of the Board and suggest rotations for chairpersons and members of committees of the Board as it deems desirable from time to time;

- Recommend to the Board as necessary and appropriate an individual to serve as a lead director of the Board, if applicable, as described in the Company's Corporate Governance Guidelines; and

- Evaluate and recommend to the Board the termination of membership of individual directors in accordance with the Company's Corporate Governance Guidelines, for cause or other

appropriate reasons (including, without limitation, as a result of changes directors' employment or employment status).

### **Corporate Governance**

- Review the adequacy of the certificate of incorporation and bylaws of the Company and recommend to the Board, as conditions dictate, proposed amendments to the certificate of incorporation and bylaws;
- Develop and recommend to the Board a set of corporate governance guidelines to be included in the Company's Corporate Governance Guidelines and keep abreast of developments with regard to corporate governance to enable the Nominating and Governance Committee to recommend to the Board changes to the Company's Corporate Governance Guidelines in light of such developments as may be appropriate;
- Review and make recommendations to the Board regarding the structure and delegated responsibilities of each committee of the Board to be included in the charter of each such committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of committees of the Board;
- Evaluate and recommend any revisions to meeting policies and logistics of the Board and committees of the Board;
- Consider and recommend changes in the size of the Board;
- Periodically solicit input from the Board and conduct a review and evaluation of the effectiveness of the operation of the Board and its committees, including reviewing corporate governance and operating practices; and
- The Nominating and Governance Committee shall periodically review its own charter (including the structure, processes and membership requirements of the Nominating and Governance Committee) and recommend any proposed changes to the Board for approval. In addition, the Nominating and Governance Committee shall, at least annually, review its own performance. Notwithstanding anything to the contrary herein, the Nominating and Governance Committee may choose to forgo an annual evaluation of itself pursuant to the exemption provided to "controlled companies" under the rules of the NYSE for so long as the Company remains a controlled company.

### **Continuity/Succession Planning Process**

The Nominating and Governance Committee shall annually, or more frequently as it deems appropriate, review the succession planning for the Company's senior executive officers, including but not limited to the Chief Executive Officer and may do so in concert with the Compensation Committee.

### **MEETINGS**

The Nominating and Governance Committee will meet a minimum of twice per year and more frequently as circumstances require.

## **OUTSIDE ADVISORS**

The Nominating and Governance Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Nominating and Governance Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

## **MINUTES**

The Nominating and Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

## **REPORTS**

The Nominating and Governance Committee shall make regular reports to the Board of actions taken at its regular and/or special meetings.

## **COMPENSATION**

Members of the Nominating and Governance Committee shall receive such fees, if any, for their service as Nominating and Governance Committee members as may be determined by the Board in its sole discretion. Fees may be paid in such form of consideration as is determined by the Board.

Except as permitted under applicable laws and the rules and regulations of the Securities and Exchange Commission, FINRA and the NYSE, members of the Nominating and Governance Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof or as Chairman of the Board or Chair of any committee of the Board.

## **DELEGATION OF AUTHORITY**

The Nominating and Governance Committee may form and delegate authority to subcommittees when appropriate.