



**MariaDB plc**

## **Governance and Sustainability Committee Charter**

**(as adopted on December 18, 2022)**

### ***Purpose and Authority***

The purpose of the Governance and Sustainability Committee (the “**Committee**”) of the board of directors (the “**Board**”) of MariaDB plc (the “**Company**”) is to, among other things, (a) identify individuals qualified to become members of the Board, (b) approve and recommend to the Board candidates for election as directors, (c) oversee evaluations of the Board and its committees, (d) generally oversee environmental, social and governance (“**ESG**”) matters applicable to the Company, and (e) develop, periodically review, monitor and recommend to the Board corporate governance principles and policies applicable to the Company. The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

The Committee shall have the sole authority to retain and terminate any search firm that is used to identify director candidates, including the sole authority to approve fees and other retention terms. As the Committee deems appropriate and in its sole discretion, it may retain independent counsel and other advisors to assist the Committee in carrying out its duties without seeking Board approval with respect to, among other things, the selection, fees or terms of engagement of any such advisors. The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to the Committee’s independent counsel and other advisors and administrative expenses of the Committee, that are necessary or appropriate in carrying out its duties.

To the extent permitted by applicable law, regulations and listing requirements, as the Committee deems appropriate, it may form and delegate authority to subcommittees of the Committee and may delegate authority to one or more designated members of the Committee or Company officers.

### ***Composition***

#### **Independence**

The Committee shall be composed of at least two directors, each of whom shall, as determined by the Board, meet the independence standards established by the Board and applicable laws, regulations and listing requirements applicable to the Company from time to time.

## **Appointment and Removal of Members**

The members of the Committee shall be appointed by the Board. The Board may remove any member from the Committee at any time with or without cause.

### ***Meetings and Reporting to Board***

The Committee shall meet as often as necessary to fulfill its responsibilities set forth in this Charter and otherwise, which shall include at least two (2) meetings each year. In the absence of a member designated by the Board to serve as Chair, the members of the Committee may appoint from among their number a person to preside at their meetings.

Meetings of the Committee may be held in-person, telephonically, by video conference and/or through any other method of electronic communication. The Committee may also act by written resolution in lieu of a meeting.

The Committee shall report regularly to the Board on its activities.

### ***Agenda and Minutes***

The Chair will generally be responsible for setting the agendas for Committee meetings. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be communicated to members sufficiently in advance of each meeting.

### ***Duties and Responsibilities***

The Committee shall have the following duties and responsibilities, in addition to any duties and responsibilities assigned to the Committee from time to time by the Board.

#### **Director Selection**

1. Approve and recommend for Board (and shareholders, if applicable) consideration candidates for election as directors, including candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
2. Develop and recommend to the Board criteria to identify and evaluate prospective candidates for director.
3. Determine procedures for the identification, evaluation, approval and recommendation of director candidates, as appropriate, including with respect to director candidates recommended by the Company's shareholders.

#### **Board Committee Matters**

4. Recommend to the Board, as appropriate, the number, type, functions, structure and independence of Board committees.
5. Determine criteria and procedures for selection of Board committee members and chairs, as appropriate.

6. Make recommendations to the Board, at least annually, regarding membership of directors on Board committees and advise the Board and its committees with regard to selection of chairs of committees.

#### **Board and Board Performance**

7. Periodically review and make recommendations to the Board regarding the appropriate size and composition of the Board.
8. Recommend to the Board standards regarding Company's definition of "independence" as such term relates to directors (taking into account, among other things, applicable listing requirements and laws and regulations applicable to the Company from time to time).
9. Monitor compliance with established independence standards by non-employee directors.
10. Establish, coordinate and review with the Chair of the Board criteria and methods for at least annually evaluating the effectiveness of the Board and its committees , as well as individual directors\_. Periodically evaluate the effectiveness of the Board and its committees, as well as individual directors.

#### **Board Leadership and Relationship to Senior Management**

11. Develop and recommend to the Board procedures for selection of the Chair of the Board.
12. Monitor process and scope of director access to management and employees and communications between directors and management and employees.

#### **Environmental, Social, Governance Matters**

14. Oversee and periodically evaluate the adequacy of the Company's programs, policies and practices relating to ESG matters, including disclosures and engagement with investors and key stakeholders.
15. Oversee sustainability matters, including through the review of relevant metrics, emerging trends, overall performance, risks and opportunity assessments, and management processes related to the Company's ESG initiatives.
16. Develop, review and recommend to the Board, as appropriate, principles and policies, including updates, relating to corporate governance, including the Corporate Governance Guidelines and others relating to ESG matters, and monitor compliance with and the effectiveness of such principles and policies, as appropriate.
17. In consultation with the Audit Committee, develop, update as needed, and monitor compliance with the Code of Business Conduct and Ethics applicable to the Company's directors, officers and employees pursuant to and to the extent

required by laws, rules and regulations applicable to the Company from time to time.

***Evaluation***

The Committee shall annually review and reassess the adequacy of this Charter, including the Committee's structure, processes, and membership requirements, and, if appropriate, propose changes to the Board.

The Committee shall obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.