

FiscalNote

CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose

The purpose of the Corporate Governance Committee (the "Committee") of the board of directors (the "Board") of FiscalNote Holdings, Inc., a Delaware corporation (the "Company"), is to (1) carry out the responsibilities delegated by the Board relating to the Company's director nominations process, (2) develop and maintain the Company's corporate governance policies and any related matters required by the federal securities laws, and (3) assist the Board in its oversight of legal, ethical and regulatory compliance.

II. Membership

The Committee shall consist of two or more directors. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. Each Committee member shall be independent in accordance with the requirements of the listing rules of the New York Stock Exchange (the "NYSE Listing Rules"). The members of the Committee shall be appointed by the Board based on recommendations from the Committee. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

III. Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

1. To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director, including: the composition of the Board as a whole, as well as the candidate's qualification as an independent director, character, integrity and mature judgment, accomplishments and reputation in the business community, knowledge of the Company's industry or other industries relevant to the Company's business, specific skills such as financial expertise as needed by the Board, inquisitive and objective perspective, commitment and ability to devote time and effort to Board responsibilities, and diversity of viewpoints, experience, gender and ethnic background.
2. To identify individuals qualified to become members of the Board, consistent with the foregoing criteria. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to any procedures described in the Company's proxy statement.
3. To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote via written consent at the annual meeting of stockholders.
4. To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairpersons annually.

5. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board as required by the Certificate of Incorporation.
6. To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board.
7. To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its certificate of incorporation and bylaws.
8. To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
9. To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
10. As needed in the Committee's judgment, to develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair his or her independence.
11. To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be, included in the Company's proxy statement or annual report on Form 10-K, as applicable.
12. To review the Company's compliance with applicable laws and regulations and to review and oversee the Company's policies, procedures and programs designed to promote and monitor legal, ethical and regulatory compliance.
13. To monitor compliance with the Company's Code of Business Conduct and Ethics (the "Code") and provide oversight with respect to investigations of alleged breaches or violations of the Code and enforcement thereof.
14. To review any proposed or pending director removal action and director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's corporate governance guidelines, and evaluate and recommend to the Board whether such resignation should be accepted.
15. To perform such additional duties consistent with this Charter, the certificate of incorporation and bylaws of the Company, governing law, NYSE Listing Rules, federal securities laws and other applicable requirements as delegated to the Committee by the Board.

IV. Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain (including approval of retention terms), terminate and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter.

The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

V. Structure and Operations

The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

VI. Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

VII. Annual Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.