

**XOMETRY, INC.**  
**CHARTER OF THE**  
**ENVIRONMENTAL AND SOCIAL GOVERNANCE COMMITTEE**

---

**STATUS**

The Environmental and Social Governance Committee (the “*Committee*”) is a committee of the Board of Directors (the “*Board*”) of Xometry, Inc. (the “*Company*”).

**COMPOSITION**

The members of the Committee, including the Chairperson, will be members of the Board appointed by, and will serve at the discretion of, the Board. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee. The Committee will consist of at least two members of the Board.

**PURPOSE**

The Committee is responsible for overseeing the Company’s environmental, social and governance (“*ESG*”) matters.

**AUTHORITY**

The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee. If the Committee concludes that it must retain legal, environmental or other outside advisors, it may do so and determine compensation terms for those advisors at the Company’s expense. The Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of the Company. The Committee will have authority to require that any of the Company’s personnel or outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its advisors.

The Chairperson shall have the delegated authority to act on behalf of the Committee in connection with (1) approval of outside consultants and advisors (including negotiation and execution of their engagement letters) and (2) as may otherwise be determined by the Committee. The Committee also may form and delegate authority to one or more subcommittees consisting of one or more members of the Board (whether or not he, she or they are on the Committee) to the extent allowed under applicable law and stock exchange listing requirements. By delegating an issue to the Chairperson or a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to the Chairperson or a subcommittee, doing so will not limit or restrict future action by the Chairperson or subcommittee on any matters delegated to it. Any action or decision of the Chairperson or a subcommittee will be presented to the full Committee at its next scheduled meeting. By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities.

**RESPONSIBILITIES**

The Committee’s responsibilities are for oversight, as described under “Purpose” above. The members of the Committee do not perform management’s functions. The Committee relies on the expertise

and knowledge of management in carrying out its oversight responsibilities. The Committee shall have the following responsibilities; provided, however, that this list of responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law and stock exchange listing requirements. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable law and stock exchange listing requirements.

The Committee's functions include:

- to provide oversight of the Company's ESG strategy and reporting, and corporate citizenship matters;
- to provide oversight of the Company's policies and practices related to human capital management, which may include culture, diversity, equity and inclusion, pay equity, and talent management; and
- to maintain an informed status on public policy including but not limited to supply chain ethics, product development and safety, and environmental impacts.

## **MEETINGS**

The Committee will meet whenever its members deem a meeting necessary or appropriate. The same procedural rules concerning notice of meetings, actions by unanimous consent or telephonic meetings and meetings held by other means of remote communication, and other procedural matters, shall apply to Committee meetings as apply to meetings of the Board under the Company's bylaws and other governing documents. The Committee will determine where and when to meet. Unless otherwise determined by the Committee, each regularly scheduled meeting will conclude with an executive session that excludes members of management. A majority of the Committee membership will be a quorum for the transaction of business unless the committee shall consist of two members, in which event one member shall constitute a quorum. From time to time, or when requested by the Board, the Chairperson of the Committee will report to the Board.

The Committee will maintain written minutes of its meeting and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book.

## **PUBLICATION**

The Company shall make this charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, shall publish it on the Company's website.

**Approved by the Board of Directors: June 29, 2023**

**Effective: June 29, 2023**

**Amended: August 7, 2024**