

# **EXTREME NETWORKS, INC.**

## **CHARTER OF THE NOMINATING, GOVERNANCE AND ENVIRONMENTAL & SOCIAL RESPONSIBILITY COMMITTEE OF THE BOARD OF DIRECTORS (As amended and restated on May 17, 2023)**

### **I. STATEMENT OF POLICY**

This Charter specifies the scope of the responsibilities of the Nominating, Governance and Environmental & Social Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of Extreme Networks, Inc. (the “Company”) and how the Committee carries out those responsibilities, including its organization and membership requirements.

The primary responsibilities of the Committee are to: (i) develop and recommend to the Board criteria for selecting qualified director candidates; (ii) identify, review and evaluate individuals qualified to become Board members; (iii) consider committee member qualifications, appointments and removals; (iv) recommend corporate governance principles, codes of conduct, and compliance mechanisms applicable to the Company; (v) assist the Board in its annual reviews of the performance of the Board, each committee and management; and (vi) assist the Board in the administration of the Tax Benefit Preservation Plan (as defined below); and (vii) review, assess, and provide oversight regarding policies and programs relating to environmental and social responsibility, including oversight of the Company’s policies and practices relating to environmental issues and diversity, equity and inclusion. Consistent with these functions, the Committee should encourage continuous improvement of, and foster adherence to, the Company’s corporate governance policies, procedures, and practices at all levels. The Committee may also perform any other activities consistent with this Charter, the Company’s Bylaws, and governing law as the Committee or the Board deems necessary or appropriate.

### **II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be comprised of two or more directors, each of whom shall meet the independence criteria established by the Nasdaq listing standards.

The members of the Committee shall be appointed and may be removed or replaced, with or without cause, by the Board. Unless the Board elects a chairperson, the members of the Committee may designate a chairperson by majority vote of the full Committee membership. The Committee may delegate duties or responsibilities to subcommittees or to one member of the Committee from time to time. The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed.

### **III. MEETINGS**

The Committee shall meet from time to time as it deems necessary to fulfill its responsibilities hereunder.

The chairperson (or in his or her absence, a member designated by the chairperson) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s Bylaws that are applicable to the Committee.

If a quorum is present and subject to the other provisions of this Charter, any action approved by at least a majority of the members present shall represent the valid action of the Committee. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set forth above shall be nonetheless duly authorized actions of the Committee for all corporate purposes.

The Committee may take action by written or electronic consent, provided that any such action, to be effective, must be unanimously approved by the members of the Committee. Actions taken by written or electronic consent shall be deemed effective on the date which the last of the members executes such written consent or on such later date as specified by the Committee in such consent.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee will also record its recommendations to the Board in written form, which will be incorporated as part of the minutes of the Board meeting at which those recommendations are presented.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may also exclude from its meetings any persons it deems appropriate to carry out its responsibilities.

#### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITY**

To fulfill its responsibilities and duties hereunder, the Committee shall:

##### *Nominating Functions*

- Evaluate the current size, composition, organization, and governance of the Board and its committees, and determine future requirements for director candidates. The Committee shall have the exclusive authority to make recommendations to the Board for approval for the election of new members to the Board, including recommendations of nominees for election to the Board at each annual meeting of stockholders.
- Determine the Board's criteria for selecting new directors, including desired board skills and attributes, and actively seek prospective individuals qualified to become board members.
- Adopt and maintain a policy concerning the director nomination process, including as set forth in the Company's corporate governance guidelines.
- Adopt a policy concerning the consideration of director candidates recommended by stockholders, including as set forth in the Company's corporate governance guidelines. Consider stockholder nominees for election to the Board.
- Evaluate and propose nominations for election to the Board; except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.
- Review, on a periodic basis, and make recommendations to the Board concerning membership of Board committees.

- Review, on a periodic basis, and make recommendations to the Board concerning rotation of the independent Chair of the Board.
- Seek input from the Compensation Committee, and then review and make recommendations to the Board concerning director retirement policies.

### Corporate Governance

- Develop, recommend and continuously review and assess for Board approval the adequacy of, and recommend for Board approval any proposed changes to, the corporate governance principles applicable to the Company, including the Company’s corporate governance guidelines. Such principles shall cover director qualification standards, director responsibilities, committee responsibilities, director access to management and independent advisors, director orientation and continuing education, management succession, and annual performance evaluation of the Board and Committees.
- Periodically review the Company’s succession planning, including policies and principles for the selection of successors and report recommendations to the Board. Evaluate and nominate potential successors to the Board as required by circumstances.
- Periodically review the Code of Business Conduct and Ethics (the “Code”) applicable to all employees and directors, to ensure that the Code meets the requirements of Item 406 of the SEC’s Regulation S-K, and recommend such changes to such Code to the Board as the Committee shall deem appropriate. Review and approve any requested waivers of the Code related to the executive officers or members of the Board. To the extent required by SEC or Nasdaq listing rules, provide for and review prompt disclosure to the public of any material change in the Code and any waivers of the Code approved for any executive officers or directors. Adopt procedures for monitoring and enforcing compliance with the Code.
- Review, on an as needed basis, the Company’s compliance with the Nasdaq corporate governance listing requirements, and report to the Board regarding the same.
- Assist the Board in its self-evaluation and its evaluation of management, on an annual basis, to determine whether it is functioning effectively.
- Evaluate the Committee’s own performance, on an annual basis, to determine whether the Committee is functioning effectively.
- Assist each other Committee of the Board, on an annual basis, to develop evaluation criteria for the performance of such Committee’s members and to determine whether such committee is functioning effectively.
- Review and recommend to the Board for approval changes to the Company’s Bylaws as needed.
- Review and oversee the Amended and Restated Tax Benefit Preservation Plan, dated as of May 17, 2021, between the Company and Computershare Inc., rights agent (the “Tax Benefit Preservation Plan”), and any other anti-takeover provisions or policies adopted by the Board.
- Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

- Adopt and maintain a policy concerning stockholder communications with directors.
- Develop orientation materials for new directors and outline corporate governance-related continuing education for all Board members.
- Review and recommend to the Board for approval proxy statement proposals submitted for stockholder approval.
- Assist the Board in fulfilling its oversight responsibilities with respect to the management of risks associated with board organization, membership and structure, succession planning for directors and executive officers, and corporate governance.
- Make regular reports to the Board of Directors regarding the foregoing.

*Environmental & Social Responsibility*

- Review, assess, and provide oversight with respect to environmental and social responsibility, including but not limited to, the following:
  - a. diversity, equity, and inclusion goals;
  - b. environmental matters;
  - c. philanthropic initiatives; and
  - d. other matters related to corporate social responsibility, environmental, social and governance matters.
- Perform any other activities consistent with this Charter, the Company’s Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting, or other advisors as needed to perform its duties hereunder, and to determine the terms, costs, and fees for such engagements. Without limitation, the Committee shall have sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to perform its duties hereunder shall be borne by the Company. The Committee shall also have access to internal advisors and all other resources within the Company to assist it in carrying out its duties and responsibilities.