

VIEW, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Effective March 8, 2021

I. PURPOSE OF THE COMMITTEE

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of View, Inc. (the “*Company*”) shall be to: (i) identify and recommend to the Board individuals qualified to serve as directors of the Company, consistent with criteria approved by the Board; (ii) review developments in corporate governance and develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; (iii) oversee the evaluation of the Board and the Board’s committees; and (iv) perform such further functions as may be consistent with this Charter or assigned by applicable law, the Company’s certificate of incorporation or bylaws or the Board.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more independent directors as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the Nasdaq Stock Market (“*Nasdaq*”) and any additional requirements that the Board deems appropriate. The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee shall maintain minutes of its meetings and records relating to those meetings and report regularly to the Board on its activities, as appropriate.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

A. Board Candidates and Nominees

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

(a) Assist in identifying, recruiting and, if appropriate, interviewing director candidates to fill positions on the Board, consistent with criteria approved by the Board.

(b) Review the background and qualifications of individuals being considered as director candidates.

(c) Recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Company's bylaws, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.

(d) Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to, an employment change, and to recommend whether the director should be re-nominated.

(e) Develop and periodically review the policies and procedures for considering stockholder nominees for election to the Board.

B. Board Composition

The Committee shall review annually with the Board the composition of the Board as a whole, as well as the Board's size and leadership structure, so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole. The Committee shall also evaluate the independence of individual directors and candidates in accordance with Nasdaq independence standards and other applicable requirements.

C. Board Committees

The Committee shall periodically review the structure, size and composition of each standing committee of the Board and make any recommendations to the Board, including recommendations of individual directors to serve as members and chairperson of each committee. The Committee shall also monitor the functioning of the Board's committees and recommend any changes to the Board, including the creation and elimination of committees.

D. Corporate Governance

The Committee shall have the following duties and responsibilities with respect to corporate governance:

(a) Review and recommend to the Board for approval any changes to the Company's corporate governance framework, policies and procedures.

(b) Review at least annually, the corporate governance guidelines adopted by the Board and recommend any changes to the Board.

(c) Consider any other corporate governance issues that arise from time to time, and developing appropriate recommendations for the Board.

E. Evaluations

The Committee shall oversee the annual self-evaluation process of the Board and its committees and recommend any changes to the Board. The Committee shall establish procedures to allow it to exercise this oversight function.

V. SUBCOMMITTEES; DELEGATION OF AUTHORITY

The Committee may form subcommittees of at least two members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. Actions taken by any subcommittee shall be presented to the full Committee at the next Committee meeting.

VI. EVALUATION OF THE COMMITTEE

The Committee shall, no less frequently than annually, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a third-party search firm, consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any third-party search firm, consultant, legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Company.