

**AMPLITUDE, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

(Effective as of September 21, 2021, as amended on December 7, 2023)

This Nominating and Corporate Governance Committee Charter (the “Charter”) has been adopted by the Board of Directors (the “Board”) of Amplitude, Inc. (the “Company”).

**I. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to identify individuals qualified to become members of the Board consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of stockholders, to develop and recommend to the Board a set of Corporate Governance Guidelines and to oversee the evaluation of the Board.

**II. COMPOSITION**

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC, subject to any available exception.

Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

**III. MEETINGS, PROCEDURES AND AUTHORITY**

The Committee has 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.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company’s bylaws.

**IV. DUTIES AND RESPONSIBILITIES**

- *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders.

- *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines (the "Corporate Governance Guidelines"), and such other criteria as the Board or Committee may determine necessary or appropriate in light of applicable SEC and Nasdaq requirements or other relevant considerations.
- *Board Committee Structure and Membership.* The Committee will periodically review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.
- *Board Leadership Structure.* The Committee will periodically review the Board leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any proposed changes to the Board.
- *Executive Officer Succession Plan.* The Committee will periodically work with the Chief Executive Officer to evaluate the Company's succession plans upon the Chief Executive Officer's and other executive officers' retirement and in the event of an unexpected occurrence.
- *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
- *Director Changes in Position or Circumstances.* The Committee will review any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the director or the Company, in accordance with the Corporate Governance Guidelines. Based on this review, the Committee may recommend that the Board request such director to resign from the Board.
- *Board Evaluations.* The Committee will oversee the annual evaluations of the Board and Board committees.
- *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws and the charters of the Company's other committees.
- *Environmental and Social Matters.* The Committee will periodically review, and provide oversight with respect to, the Company's strategy, initiatives, policies and risks concerning environmental and social matters (with the Compensation Committee of the Board having primary responsibility for matters relating to leadership diversity, equity and belonging).

- *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.
- *Committee Self-Evaluation.* The Committee must annually perform an evaluation of the performance of the Committee.
- *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

**V. DELEGATION OF DUTIES**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.