

BLUESCAPE OPPORTUNITIES ACQUISITION CORP.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
EFFECTIVE SEPTEMBER 3, 2020
(As Revised September 8, 2020)

The Nominating and Corporate Governance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Bluescape Opportunities Acquisition Corp. (the “Company”).

1. PURPOSES. The Committee is appointed by the Board to:

- 1.1. Identify and screen individuals qualified to serve as directors and recommend to the Board candidates for nomination for election at the annual meeting of shareholders or to fill Board vacancies;
- 1.2. Develop, recommend to the Board, and review the Company’s Corporate Governance Guidelines;
- 1.3. Coordinate and oversee the annual self-evaluation of the Board, its committees, individual directors, and management in the governance of the Company; and
- 1.4. Review on a regular basis the overall corporate governance of the Company and recommend improvements for approval by the Board where appropriate.

2. COMMITTEE MEMBERSHIP.

- 2.1. **Composition.** The Board shall appoint the members of the Committee. The Committee shall consist of no fewer than three members (subject to any phase-in exemption for newly listed companies). Any member may be removed from the Committee by the Board, with or without cause, at any time, by a majority vote of the Board. Any vacancy on the Committee shall be filled by a majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.
- 2.2. **Chair.** Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. The Chair of the Committee shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.
- 2.3. **Independence.** Each member of the Committee shall be an “independent” director in accordance with the applicable listing standards of the New York Stock Exchange (“NYSE”), including standards specifically applicable to nominating and corporate governance committee members, subject to any exceptions or cure periods that are applicable pursuant to the foregoing requirements and the phase-in periods permitted under the rules of the NYSE under which the Committee is required to have only one independent member at the time of listing, a majority of independent members within 90 days of listing, and all independent members within one year of listing. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

3. AUTHORITY.

- 3.1. In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities, and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter it determines to be necessary or appropriate to the accomplishment of its purposes.

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3.2. The Committee shall have the authority, in its sole discretion, to select, retain 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, a compensation consultant, 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, the compensation consultant, 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, compensation consultant, and any other advisors. The Committee shall have authority to retain, direct, and oversee the activities of, and to terminate the engagement of, the Company's independent auditor and any other accounting firm retained by the Committee to prepare or issue any other audit report or to perform any other audit, review, or attest services and any legal counsel, accounting, or other advisor or consultant hired to assist the Committee, all of whom shall be accountable to the Committee.

4. COMMITTEE MEETINGS.

- 4.1. The Committee currently plans at least four meetings each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Chair of the Committee.
- 4.2. The Committee shall establish its own schedule of meetings. The Committee may also act by unanimous written consent of its members.
- 4.3. Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

5. **DELEGATION.** The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the U.S. Securities and Exchange Commission and the NYSE.

6. **KEY RESPONSIBILITIES.** The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate:

- 6.1. To identify and screen individuals qualified to become members of the Board, consistent with the criteria approved by the Board. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement.

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- 6.2. To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.
- 6.3. 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.
- 6.4. 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 articles of incorporation.
- 6.5. 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.
- 6.6. 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 chairmen annually.
- 6.7. 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.
- 6.8. With the assistance of management, 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.
- 6.9. To develop and recommend to the Board for approval a Company policy for the review and approval of related party transactions and to review, approve, and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis in accordance with the Company's related party transaction approval policy.
- 6.10. To develop and recommend to the Board for approval director independence standards in addition to those required by NYSE.
- 6.11. 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.
- 6.12. To monitor compliance with the Company's CODE OF BUSINESS CONDUCT AND ETHICS (the "Code"), to investigate any alleged breach or violation of the Code, to enforce the provisions of the Code and to review the Code periodically and recommend any changes to the Board.
- 6.13. To develop and recommend to the Board for approval a Chief Executive Officer or Officer succession plan (the "Succession Plan"), to review the Succession Plan periodically with the Chief Executive Officer, develop and evaluate potential candidates for and recommend to the Board any changes to any candidates for succession under the Succession Plan.

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- 6.14. To review emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations.
- 6.15. To review this Charter at least annually and recommend any proposed changes to the Board for approval.
- 6.16. To conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter, and recommend to the Board such amendments of this charter as the Committee deems appropriate.
- 6.17. To report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.
- 6.18. To undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.