

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE AND AUTHORITY

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to (1) identify individuals qualified to become members (“Directors”) of the Board of Directors (the “Board”) of Wag! Group Co. (“Wag” or the “Corporation”) consistent with criteria approved by the Board and recommend director nominees for the next annual meeting of shareholders; (2) advise the Board with respect to the structure and composition of the committees of the Board; (3) facilitate the annual assessment of the performance of the Board and its committees; (4) advise and make recommendations to the Board with respect to corporate governance matters, including Wag’s Corporate Governance Guidelines (the “Guidelines”) and the Corporation’s policies and processes described in this Nominating and Corporate Governance Charter (the “Charter”); and (5) oversee and provide guidance to management with respect to the public policy, reputational risk and sustainability matters described in this Charter. In carrying out these activities, the Committee will be supported by the Corporate Secretary.

The Committee shall have the sole authority to retain and terminate such advisors as the Committee may deem appropriate in its sole discretion, including any search firm to assist the Committee in identifying director candidates, and to approve related fees and retention terms of such advisors. The Corporation shall pay the costs of any such advisors retained by the Committee.

The Committee shall have the authority to conduct investigations into any matters within the Committee’s responsibilities and, in doing so, have full access to the Corporation’s records and employees.

The Committee shall have the authority to form and delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

COMPOSITION AND QUALIFICATIONS

The Committee shall have at least two members and shall consist solely of independent Directors, as affirmatively determined by the Board, consistent with applicable stock exchange listing standards and applicable legal requirements. The members of the Committee shall be appointed by the Board, on the recommendation of the Committee, and may be replaced by the Board.

MEETINGS

The Committee shall meet at least two times each year or more frequently as circumstances dictate.

RESPONSIBILITIES AND DUTIES

The Committee shall:

1. Evaluate and make recommendations to the Board with respect to the size, composition, leadership structure, independence and operations of the Board and its committees.
2. Identify and bring to the attention of the Board current and emerging corporate governance trends and best practices and periodically review and recommend to the Board any changes to the Board's policies, the Guidelines, Wag's Articles of Incorporation, Wag's Bylaws and the charters of each committee of the Board.
3. Identify and evaluate candidates for selection as Director nominees consistent with the criteria set forth in the Guidelines, and recommend to the Board candidates for election as Directors.
4. Review potential Board candidates recommended by shareholders or other third parties using the Board's criteria for selecting Director nominees.
5. Recommend to the Board for its approval Directors to serve as members of each committee of the Board and as committee chairs. The Committee shall review and make recommendations with respect to committee assignments annually and shall recommend additional committee members to fill vacancies as needed.
6. Periodically review policies and practices relating to the retirement, tenure or succession of Directors, committee members and Board leadership positions.
7. Review and make recommendations to the Board with respect to any resignation tendered by a Director.
8. Review and advise the Board with respect to potential conflicts of interest reported by Directors to Wag pursuant to the Guidelines.
9. Review and make recommendations to the Board with respect to any proposal recommended by management or properly presented by a shareholder for inclusion in Wag's annual proxy statement.
10. Review the Corporation's position and engagement on important public policy issues that may affect its business and reputation and environmental, social and governance (ESG) matters, including political activity and human rights.
11. Review the activities of the Corporation's community and social impact initiatives, including philanthropic activities.
12. Monitor Directors' compliance with Wag's stock ownership guidelines.
13. Develop, recommend to the Board and oversee an annual self-evaluation process for the Board and its committees, and annually review its own performance.
14. Assume such other duties and responsibilities as the Board may from time to time delegate.
15. Report to the Board with respect to the Committee's activities as promptly as practicable following each meeting of the Committee.
16. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.