

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Adopted on February 16, 2021; Effective upon the effectiveness of the registration statement relating to the Company's initial public offering

Membership

The Nominating and Corporate Governance Committee (the "**Committee**") of the board of directors (the "**Board**") of KnowBe4, Inc. (the "**Company**") shall consist of two or more directors. The members of the Committee shall be appointed by the Board and shall serve until the earlier of their resignation or removal by the Board in its discretion.

Qualifications

Each member of the Committee shall meet the independence standards established by the securities exchange on which the Company's securities are listed and the Securities and Exchange Commission ("SEC"), as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of the securities exchange on which the Company's securities are listed and the SEC and such other qualifications as may be established by the Board from time to time; provided, however, that the Company may avail itself of any phase-in rules applicable to newly-listed companies.

Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process, develop and maintain the Company's corporate governance policies, any related matters required by the federal securities laws, and exercise general oversight.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the "**Director Criteria**"). Candidates are selected for, among other things, their diversity, independence, judgement and integrity. Candidates should also have one or more of the following skills and qualifications: experience in the industry, financial expertise, accounting skills, strategy development and experience in corporate governance matters and setting compensation.

To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures the Committee develops and reviews periodically. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's charter documents.

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.

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.

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 certificate of incorporation and by-laws.

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.

To oversee the Company's director orientation and continuing education, including making recommendations for continuing education of Board members and evaluating the participation of members of the Board in accordance with applicable listing standards.

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.

If a vacancy on the Board 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.

If a vacancy on 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.

To develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair its independence.

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.

To monitor compliance with the Company's Code of Conduct (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.

To review and resolve potential conflicts of interest involving directors and senior executives.

To develop and recommend to the Board for approval a CEO succession plan (the "**Succession Plan**"), to review the Succession Plan periodically with the CEO, develop and evaluate potential candidates for CEO and recommend to the Board any changes to and any candidates for succession under the Succession Plan.

To review any director resignation letter tendered in accordance with the Company's director resignation policy and evaluate and recommend to the Board whether such resignation should be accepted.

To oversee administer policies and procedures for various constituencies that are involved with the Company to communicate with the non-management Board members.

To oversee the Company's strategy on global corporate social responsibility and sustainability, including evaluating the impact of Company practices on communities and individuals, and to develop and recommend to the Board for approval policies and procedures relating to the Company's corporate social responsibility and sustainability activities.

To monitor diversity and gender equality within an inclusive culture that is free of conscious and unconscious bias and discrimination.

The Committee may perform other functions that are consistent with its purpose and applicable law, rules and regulations and as the Board or Committee deem appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

Outside Advisors

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 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 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 and any other advisors.

The director search firm, outside counsel, executive search firm and any other advisors retained by the Committee shall be independent as determined at the discretion of the Committee.

Structure and Operations

The Board shall designate a member of the Committee as the chairperson (the “**Chairperson**”). The Chairperson of the Committee (or, in the Chairperson’s absence, a member designated by the Chairperson or the Committee) shall preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee’s activities. In the absence of that designation, the Committee may designate a Chairperson by majority vote of the Committee members, provided that the Board may replace any Chairperson designated by the Committee at any time.

The Committee shall meet at such times as the Committee shall determine. The Committee shall meet in person or by telephone or video conference. The Committee shall keep minutes at each meeting of the Committee and the Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. 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 may establish its own meeting schedules, which it shall provide to the Board. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

The Company shall make a copy of this charter publicly available on its website and shall disclose how to access the Committee’s charter in its proxy statement.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion and when such delegation would not

violate applicable law, regulation or the securities exchange on which the Company's securities are listed or SEC requirements.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Fees and Compensation

Members of the Committee can receive such fees, if any, for their service as Committee members as may be determined by the Board or a duly authorized Board committee, as applicable. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.