

**QUEEN'S GAMBIT GROWTH CAPITAL  
CORPORATE GOVERNANCE GUIDELINES  
(Adopted as of January 19, 2021)**

**I. The Board of Directors**

**A. *Size of Board***

The number of directors that constitutes the board of directors (the "Board") of Queen's Gambit Growth Capital (the "Company") will be fixed from time to time pursuant to the Company's amended and restated memorandum and articles of association, as may be amended from time to time. The Nominating and Corporate Governance Committee is responsible for reviewing the advisability or need for any changes in the number and composition of the Board.

**B. *Qualification Standards***

Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the Company and its shareholders.

The Board will have a majority of directors who are "Independent Directors" as defined by the listing requirements of The Nasdaq Stock Market LLC (the "Nasdaq").

The Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to become Board members. Nominees for directorship will be identified by the Nominating and Corporate Governance Committee in accordance with the policies and principles in, or established pursuant to, its charter. An invitation to join the Board should be extended by the Board itself, by the Chairman of the Nominating and Corporate Governance Committee or by the Chairman of the Board.

**C. *Director Responsibilities***

The basic responsibility of each director is to exercise his or her business judgment to act in what he or she reasonably believes to be in the best interests of the Company and its shareholders. In discharging this obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. Attendance at Board and committee meetings should be considered by the Nominating and Corporate Governance Committee in assessing each director's performance.

**D. *Service on Other Boards***

No director may serve on the board of directors of more than three other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to serve effectively on the Board. In advance of accepting an invitation to serve on another public company board, each director should inform the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee of such invitation to allow for an assessment to be made of, among other things, the potential impact of such service on the director's time and availability, potential conflict of interest issues and such director's status as an independent director.

***E. Change in Status or Circumstances***

Each non-employee director should advise the Nominating and Corporate Governance Committee in the event of retirement or other substantial change in the nature of the director's employment or other significant responsibilities. The Nominating and Corporate Governance Committee will evaluate the continued appropriateness of Board membership under the new circumstances and make a recommendation to the Board as to any action to be taken with respect to such circumstances.

***F. No Term Limits or Mandatory Retirement Age***

The Board does not believe it should establish limits on a director's term of service or a mandatory retirement age for directors. Term limits could result in the loss of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and an institutional knowledge that benefits the Board as well as the Company. As an alternative to term limits, the Nominating and Corporate Governance Committee will annually review each director's continuation on the Board. This will allow each director the opportunity to confirm his or her desire to continue as a member of the Board and allow the Company to replace directors who are no longer interested or effective in serving as a director of the Company.

***G. Chairman of the Board***

The Board has no policy with respect to the separation of the offices of Chairman and Chief Executive Officer. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination regarding this issue each time it appoints a new Chief Executive Officer and during times of transition.

***H. Meetings of the Board***

The Chairman of the Board or, in the absence of a Chairman of the Board, the Chief Executive Officer (if he or she is a director), will establish the agenda for each Board meeting. At the beginning of the year, the Chairman of the Board or, in the absence of a Chairman of the Board, the Chief Executive Officer (if he or she is a director), will establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each director is free to suggest the inclusion of items on the agenda. Each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

***I. Meetings of Independent Directors***

The independent directors will have regularly scheduled meetings in executive session (which sessions may be held immediately following each regularly scheduled Board meeting). Any director chosen by the Board (based on the recommendation of the Nominating and Corporate Governance Committee), if any, to preside at these meetings will have the authority to call meetings of the independent directors and will be responsible for preparing an agenda for the meetings of the independent directors in executive session.

***J. Board Interaction with External Constituencies***

The Board believes that the management generally speaks for the Company. As such, individual directors will not meet or otherwise directly communicate with shareholders, research analysts, vendors, the press or other external constituencies on behalf of the Company unless the communication is (1) requested by the Chairman of the Board, the Chief Executive Officer or the full Board or (2) required to discharge his or her duties as set forth in committee charters or these Corporate Governance Guidelines (these "Guidelines").

***K. Director Compensation***

The Compensation Committee will conduct a periodic review of director compensation and make a recommendation to the Board regarding the form and amount of director compensation.

***L. Annual Performance Evaluation of the Board***

The Nominating and Corporate Governance Committee will lead the Board in its annual performance review. As part of this process, the Nominating and Corporate Governance Committee will receive comments from all directors and report to the full Board with an assessment of the Board's performance.

***M. Director Orientation and Continuing Education***

The Nominating and Corporate Governance Committee is responsible for developing and evaluating an orientation and continuing education program for directors, and for making appropriate recommendations for final Board action regarding this program.

***N. Board Member Attendance at the Annual General Meetings of Shareholders***

Directors are encouraged to attend the Company's annual general meeting of shareholders.

***O. Shareholder Communications with Directors***

The Board welcomes communications from the Company's shareholders and other interested parties. Shareholders and any other interested parties may send communications to the Board, any committee of the Board, the Chairman of the Board or any other director in particular to:

**Queen's Gambit Growth Capital  
55 Hudson Yards, 44<sup>th</sup> Floor  
New York, NY 10001**

Shareholders and any other interested parties should mark the envelope containing each communication as "Shareholder Communication with Directors" and clearly identify the intended recipient(s) of the communication. The Chief Executive Officer will review each communication received from shareholders and other interested parties and will forward the communication, as expeditiously as reasonably practicable, to the addressee if: (1) the communication complies with the requirements of any applicable policy adopted by the Board relating to the subject matter of the communication; and (2) the communication falls within the scope of matters generally considered by the Board. To the extent the subject matter of a communication relates to matters that have been delegated by the Board to a committee or to an executive officer of the Company, then the Chief Executive Officer may forward the communication to the executive officer or chairman of the committee to which the matter has been delegated. The acceptance and forwarding of communications to the members of the Board or an executive officer does not imply or create any fiduciary duty of the Board members or executive officer to the person submitting the communications.

***P. Shareholder Communications with Directors***

The Board has adopted a Corporate Code of Ethics. Each director shall act at all times in accordance with the requirements of such code.

**II. Committees of the Board of Directors**

***A. Committees***

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. However, the Board may, from time to time, establish and maintain additional committees as necessary or appropriate. Committee members will be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee, with consideration given to the desires of individual directors.

The members of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee must satisfy the independence and experience requirements detailed in their respective committee charters as and when required by the Nasdaq. The Nominating and Corporate Governance Committee will determine whether or not each director is independent, disinterested, and a non-employee director under the standards applicable to the committees on which such director is serving or may serve, and will report the results of its review to the Board. The Board will then determine which directors qualify as an independent, disinterested or non-employee directors under applicable standards.

***B. Committee Charters***

Each committee will have its own charter. The charters will set forth the authority and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

***C. Committee Meetings***

The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and with the assistance of management, will develop the committee's agenda. At the beginning of the year, the Chairman of each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). Committee members are free to suggest the inclusion of items on the agenda. Committee members are free to raise at any committee meeting subjects that are not on the agenda for that meeting.

***D. Annual Performance Evaluation of the Committees***

The Nominating and Corporate Governance Committee will lead the Board in the annual performance review of the Board's committees. As part of this process, the Nominating and Corporate Governance Committee will request that the Chairman of each committee report to the full Board regarding the committee's annual evaluation of its performance and evaluation of its charter following the end of each fiscal year.

**III. Director Access to Independent Advisors and Management**

The Board and each committee has the power to hire independent legal, financial or other experts and advisors as it may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company.

The Board welcomes regular attendance at each Board meeting of executive officers of the Company.

**IV. Management Evaluation and Succession Planning**

The Nominating and Corporate Governance Committee will lead the Board in the annual performance review of the Company's management, including its Chief Executive Officer.

The Nominating and Corporate Governance Committee will meet periodically on succession planning. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

**V. Review of Governance Policies**

The Nominating and Corporate Governance Committee periodically will review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval. In addition, the Nominating and Corporate Governance Committee will consider any other corporate governance issues that arise from time to time and will develop appropriate recommendations for the Board. Such review will include management's monitoring of the Company's compliance programs and Code of Ethics, including a report of violations and waivers of the Code of Ethics.

**VI. Posting Requirement**

The Company should post these Guidelines, the charters of each Board committee and the Company's Code of Ethics on the Company's website as required by applicable rules and regulations. In addition, the Company will disclose in its proxy statement for its annual general meeting of shareholders or, if the Company does not file a proxy statement, in its Annual Report on Form 10-K, that a copy of each document is available on the Company's website and provide the website address.