DUTCH BROS INC.

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

APPROVED BY THE BOARD OF DIRECTORS
OCTOBER 6, 2023

PURPOSE

The purpose of the Nominating and Governance Committee (the "***Committee***") of the Board of Directors (the "***Board***") of Dutch Bros Inc. (the "***Company***") is to pursue the Company's objectives for the benefit of its stockholders in accordance with its Corporate Governance Guidelines and:

- assist the Board in its oversight of the Company's corporate governance functions and develop, update as necessary, and recommend to the Board the governance principles applicable to the Company;
- identify, evaluate, recommend, and communicate with candidates qualified to become directors or nominees for directors consistent with criteria approved by the Board;
- make other recommendations to the Board relating the Company's directors;
- assist the Board in its oversight of the development, implementation, and effectiveness of the Company's policies and strategies relating to management succession; and
- review strategies, activities, and policies regarding sustainability and other environmental, social, and governance related matters and make recommendations to the Board.

COMPOSITION

The members of the Committee, including the Chairperson, will be members of the Board appointed by, and will serve at the discretion of, the Board. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

So long as the Company is a public reporting company subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended:

- the Committee will consist of at least two members of the Board; and
- each member of the Committee will satisfy:
    - the independence and other requirements imposed by applicable law and the New York Stock Exchange listing requirements (the "listing requirements"); and
    - any other qualifications determined by the Board.

AUTHORITY

The Committee will have access to all Company books, records, facilities, and personnel as deemed necessary or appropriate by any member of the Committee. If the Committee concludes that it must retain legal, accounting, or other outside advisors, it may do so and determine compensation terms for those advisors at the Company's expense. The Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of the Company. The Committee will have authority to require that any of the Company's personnel or outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its advisors.

The Chairperson shall have the delegated authority to act on behalf of the Committee in connection with (1) approval of the retention of director search firms (including negotiation and execution of their engagement letters) and (2) as may otherwise be determined by the Committee. The Committee also may form and delegate authority to one or more subcommittees consisting of one or more members of the Board (whether or not he, she or they are on the Committee) to the extent allowed under applicable law and the listing requirements. By delegating an issue to the Chairperson or a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to the Chairperson or a subcommittee, doing so will not limit or restrict future action by the Chairperson or subcommittee on any matters delegated to it. Any action or decision of the Chairperson or a subcommittee will be presented to the full Committee at its next scheduled meeting. By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities.

RESPONSIBILITIES

The Committee's responsibilities are for oversight, as described under "Purpose" above. The members of the Committee are not employees of the Company, and they do not perform management's functions. The Committee relies on the expertise and knowledge of management in carrying out its oversight responsibilities. The Committee shall have the following responsibilities, some of which it may assume prior to such date in its discretion; provided, however, that this list of responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law and the listing requirements. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable law and the listing requirements.

1. Director Nominations. The Committee will identify and evaluate director candidates, including nomination of incumbent directors for reelection and nominees recommended by stockholders to serve on the Board. The Committee will use criteria approved by the Board, including consideration of issues of integrity, experience, judgment, commitment, skills, diversity and expertise appropriate for the Company, potential conflicts of interest, director independence and other requirements, and will use such criteria to identify and evaluate candidates to serve on the Board. The Committee will monitor and evaluate the composition, organization, and size of the Board. The Committee will also have the power and authority to establish any policies, requirements, criteria, and procedures relating to its activities, and will make recommendations to the Board regarding nominees for director at the next annual meeting. The Committee's power and authority includes establishing policies and procedures to facilitate stockholder communications with the Board. The Committee will also have the power and authority to make any disclosures required by applicable law in the course of exercising its authority.

2. Director Resignation and Removal. The Committee will review and make recommendations to the Board regarding any notice received from a sitting director of resignation or material changes in such director's present job or job responsibilities in accordance with the Company's Bylaws and Corporate Governance Guidelines, applicable law, and the listing requirements.

3. Board Committee Membership. The Committee will oversee the Board's committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. The Committee will evaluate individual directors' interests, and prospective director independence, experience and the independence and requirements imposed by applicable law and the listing requirements and recommend to the entire Board annually the chairmanship and membership of each committee.

4. Board and Committee Assessment. The Committee will periodically review the performance of the Board, including (together with such committees) the Board committees. As appropriate, the Committee will make recommendations to the Board for areas of improvement. The assessment shall include evaluation of the Board's contribution as a whole and the Board's effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills, diversity and expertise appropriate for the Company. In assessing the directors, both individually and collectively, the Committee may consider the current needs of the Board and the Company to maintain a balance of knowledge, experience, diversity and capability in various areas. The Committee will also consider the independence of directors and the requirements imposed by applicable law and the listing requirements.

5. Continuing Education. The Committee may institute plans or programs for the continuing education of directors and orientation of new directors, as it deems appropriate.

6. Corporate Governance Guidelines. The Committee will periodically review and assess the Company's corporate governance guidelines and related policies and procedures, including with respect to communications with stockholders, board membership criteria, director terms limits, and director retirement ages, and, as appropriate, will recommend changes to the Board for its consideration.

7. Leadership Structure. The Committee shall consider the Board's leadership structure, including the separation of the chairperson of the Board and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate. The Committee shall also review and discuss the narrative disclosure regarding the Board leadership structure and role in risk oversight to be included in any public filing with the Securities and Exchange Commission.

8. Other Governance Matters. The Committee will oversee the Company's overall community and public relations philosophies, including with regard to charitable giving, government relations, and political contributions. The Committee will review and make recommendations to the Board regarding (1) significant changes to, or termination of, established charitable giving programs, and (2) approval of spending related to charitable giving, political contributions, and lobbying expenditures that require Board approval under the Company's policies and procedures.

9. Procedures for Information Dissemination. The Committee will periodically review the processes and procedures used by the Company to provide information to the Board and its committees and the scope of such information and make recommendations to the Board and management for improvement as appropriate.

10. Committee Self-Assessment; Charter Review. The Committee will annually evaluate its performance and the adequacy of this Charter.

11. General Authority. The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of any of the foregoing.

MEETINGS AND MINUTES

The Committee will meet whenever its members deem a meeting necessary or appropriate. The Committee will determine where and when to meet.

Unless otherwise determined by the Committee, each regularly scheduled meeting will conclude with an executive session that excludes members of management. From time to time, or when requested by the Board, the Chairperson of the Committee will report to the Board.

The Committee will maintain written minutes of its meeting and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book.

PUBLICATION

The Company shall make this charter freely available to stockholders on request and shall publish it on the Company's website.