

SEZZLE INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. **Organization and Governance of the Nominating and Corporate Governance Committee.** The Nominating and Corporate Governance Committee (the “**Committee**”) of Sezzle Inc. (the “**Company**”) shall consist of not less than three (3) members, unless extraordinary circumstances require a lesser number of directors and as permitted by applicable law and the listing standards of the Nasdaq Stock Market (“**NASDAQ**”), appointed by the Board of Directors (the “**Board**”) each of whom shall satisfy the independence requirements of NASDAQ. The Committee shall also include at least one member who has substantial experience in, or an understanding of, the industry within which the Company operates. The Chairperson must be an independent director. Unless a Chairperson is elected by the Board, the members of the Committee may designate a Chairperson, who is not the Chair of the Board, by a majority vote of the members of the Committee. In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- At meetings of the Committee:
 - (a) The Chairperson will chair and preside over all meetings of the Committee and, in the event the Chairperson is absent, the members will nominate a member in attendance to fulfill the role of Chairperson for that Meeting;
 - (b) Resolutions considered by the Committee will be determined via a simple majority of votes, with each member having one (1) vote;
 - (c) The Chairperson will not have a casting vote, with any motion subject to a tied vote lapsing; and
 - (d) The Chairperson will cause minutes of the meeting to be taken and provided to the Board at the next Board meeting occurring after the meeting.
- The Committee will meet as frequently as required to undertake its role effectively, but not less than four meetings per fiscal year. Any two (2) members or the Chairperson of the Committee may call a meeting of the Committee upon providing reasonable notice to each other member prior to the meeting;
- The quorum for any meeting of the Committee is two (2) members, attending in person or by any electronic means allowing simultaneous communication;
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing;
- The Chairperson will be responsible for, and may delegate as they think fit, the preparation of reports pertaining to resolutions and recommendations of the Committee to be brought to the Board’s attention for approval or action;

- The Committee may invite non-members such as the Company's executives or external advisors to attend and contribute to meetings;
- The Committee may seek advice from any external advisors as the members consider necessary or desirable to fulfill the Committee's objectives; and
- The Committee may delegate its authority to a subcommittee.

The Board may, by resolution, appoint a director to the Committee at any time and the director will cease to be a member of the Committee if:

- The director gives thirty (30) days written notice to the Chairperson of the director's resignation from the Committee;
- The Chairperson gives thirty (30) days written notice that the director is to cease to be a member of the Committee;
- The Board resolves to remove the director of the Committee in carrying out its functions under the Company's Board Charter; or
- The director ceases to be a director of the Company, at which point they will automatically cease to be a member of the Committee.

2. **Statement of Purpose.** The purposes of the Committee are (i) to identify individuals qualified to become members of the Board, (ii) to establish criteria for Board composition, (iii) to recommend to the Board director nominees for the next annual meeting of shareholders, (iv) to develop and recommend to the Board and assess periodically a set of corporate governance principles applicable to the Company, (v) promote and assess the Company's stated public benefit and activities as a public benefit corporation, and (vi) to oversee the evaluation of the Board and its dealings with management and appropriate committees of the board.

3. **Goals and Responsibilities of the Committee.** The responsibilities of the Committee include the following:

- Identify individuals qualified to become directors, consistent with criteria approved by the Board, including in its skills matrix (as discussed below), receive nominations for such qualified individuals and review recommendations put forward by the Chief Executive Officer, recommend to the Board the director nominees for election at the next annual meeting of stockholders, taking into account each candidate's ability, judgment and experience and the overall diversity and composition of the Board;
- Establish criteria for Board composition, including the development, regular review and implementation of a skills matrix identifying any gaps in the Board's collective skills that should be addressed by providing professional development to existing directors or taking on new directors, having regard to the strategic direction of the Company from time to time;

- Establish a policy under which stockholders of the Company may recommend a candidate to the Committee for consideration for nomination as a director, consistent with applicable law and the Company's Certificate of Incorporation and Bylaws;
- Recommend to the Board qualified individuals to serve as committee members on the various Board committees. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed;
- Clearly articulate to each director what is expected, including reference to the Company's corporate governance principles and directors' basic duties and responsibilities with respect to attendance at board meetings and advance review of meeting materials;
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company, addressing the following subjects: (i) director qualification standards, (ii) director responsibilities, (iii) director access to management and, as necessary and appropriate, independent advisors, (iv) director compensation, (v) director orientation and continuing education, (vi) management succession, and (vii) annual performance evaluation of the Board. The Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary;
- Review the Company's practices and policies with respect to directors, including retirement policies, the size of the Board, the ratio of employee directors to non-employee directors, the meeting frequency of the Board and the structure of Board meetings and make recommendations to the Board with respect thereto;
- Review the time required from a non-executive director and whether directors are meeting that requirement;
- Develop and implement a process for evaluating the performance of the Board, its committees and directors;
- Review the functions, duties and composition of the committees of the Board and make recommendations to the Board with respect thereto;
- In concert with the Board, review the Company policies with respect to significant issues of corporate public responsibility, including contributions;
- Recommend to the Board or to the appropriate committee thereto processes for annual evaluations of the performance of the Board, the Chairperson of the Board and the Chief Executive Officer and appropriate committees of the Board;
- Consider and report to the Board any questions of possible conflicts of interest of Board members;

- Provide for new director orientation and continuing education for existing directors on a periodic basis, tailored to their existing skills, knowledge and experience, to position them to discharge their responsibilities effectively;
- Oversee the maintenance and presentation to the Board of management's plans for succession to senior management positions in the Company;
- Review succession planning for Board members and provide recommendations to the Board on whether succession plans are in place to maintain an appropriate balance of skills, experience, expertise and diversity of the Board;
- Review succession planning for the Company's executives;
- Review and assess the adequacy of this Charter and recommend any changes to the Board for approval;
- Report the Committee's actions and any recommendations to the Board on a periodic basis; and
- Perform, or participate in, as frequently as necessary or advisable, an evaluation of the performance of the Committee, the results of which shall be presented to the Board.

4. **Public Benefit Corporation Responsibilities**. The Committee will:

- Establish objectives to promote the Company's stated public benefits and support the operation of the Company in a responsible and sustainable manner consistent with its status as a public benefit corporation;
- Adopt standards to measure the Company's progress in promoting its stated public benefits;
- Prepare the periodic statements to stockholders relating to the promotion of the Company's stated public benefits;
- Take such other actions, or recommend to the Board such other actions, as the Committee deems relevant in support of the Company's status as a public benefit corporation.

5. **Diversity Objectives**. The Committee will:

- At the appropriate time and subject to the Company's size and operations, develop measurable objectives to achieve diversity in the composition of the Board, senior executives and workforce generally in accordance with the Company's Diversity Policy;
- Monitor, review, and report to the Board on the Company's diversity performance, including disclosing the measurable objectives set for that period, and its satisfaction of any listing standards of NASDAQ;
- Review the Company's Diversity Policy at least annually to assess the effectiveness of the policy and make recommendations to the Board as to any strategies required to address diversity;

- Review and report to the Board at least annually on the respective proportions of women and men at all levels of the business, the relative participation of women and men in the workplace and the roles in which they are employed; and
- Review and make recommendations to the Board on remuneration levels by gender, as well as other facets of diversity in addition to gender, including different ages, ethnicities and backgrounds.

6. **Powers of the Committee on Directors and Corporate Governance.** The powers of the Committee include the authority to:

- Retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees and other retention terms;
- Retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors;
- Conduct or authorize inquiries into any matter contemplated by this charter, including conducting checks of a candidate's character, experience and expertise or undertaking market research;
- Ensure the attendance of Company officers, executives, directors, consultants or other third parties at meetings as it considers appropriate; and
- Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board.

Adopted by the Board of Directors on August 17, 2023.