

## SEZZLE INC.

### REGULATION FD AND CONTINUOUS DISCLOSURE POLICY

#### I. Introduction

This Regulation FD and Continuous Disclosure Policy (the “**Policy**”) of Sezzle Inc. (the “**Company**”) is designed to comply with the Securities and Exchange Commission’s Regulation Fair Disclosure (“**Regulation FD**”).

Regulation FD prohibits the selective disclosure of material nonpublic information to the following persons identified in Rule 100(b)(1) of Regulation FD (the “**Enumerated Persons**”):

- broker/dealers and persons associated with them, including investment analysts;
- investment advisors, certain institutional investment managers, and their associated persons;
- investment companies, hedge funds, and their affiliated persons; and
- any security holder of the Company, including employees, under circumstances in which it is reasonably foreseeable that the security holder would purchase or sell the Company’s securities on the basis of the information.

The Company may conduct briefings and meetings with analysts and investors. The Company must ensure it does not give analysts and investors any material nonpublic information which has not been disclosed to the public, including during briefings, when responding to questions or when reviewing draft analyst reports. The Company may correct errors made by analysts relating to public information, but must not provide nonpublic material information in the process. Prior to disclosing material nonpublic information to analysts or investors, the Company must first:

- disclose the information to the public; and
- post the information on the Company’s website.

The Board of Directors (the “**Board**”) must pre-approve all planned briefings. Personnel (defined below) must provide details of all information disclosed to analysts to the Disclosure Officer, who must notify Nasdaq and release such information to the public. The Company must immediately disclose any inadvertent public disclosure of material nonpublic information.

This Policy applies to all employees, officers, and directors, of the Company and its subsidiaries, as well as consultants or other agents acting on behalf of the Company (“**Personnel**”). It is your obligation to understand and comply with this Policy.

This Policy should be read in conjunction with the Company’s Securities Trading Policy, which provides guidance to help Company personnel avoid violations of the insider trading

laws, and the Company's Code of Conduct, which sets forth guidelines concerning Personnel interactions with unaffiliated third parties.

Should you have any questions regarding this Policy, please contact the Disclosure Officer (as appointed pursuant to Section IV).

## **II. Company Policy**

Neither the Company nor any employee or other person acting on the Company's behalf may make any disclosure of material nonpublic information about the Company to any Enumerated Person, unless the Company simultaneously discloses such information to the public through one or more Reg FD Compliant Method. Information is considered "material" if a reasonable investor would consider the information important in making a decision to buy, hold or sell securities. Information expected to affect the Company's stock price, whether positive or negative, should be considered material. Section IV of the Company's Insider Trading Policy and Section III of this Policy contain some common examples of information that could be considered material.

The initial disclosure of material information by the Company shall be made through a compliant means of distribution, such as a press release or other broad, non-exclusionary means of distribution as described in Section VI that is reasonably designed to provide all members of the investing public with an equal opportunity to access simultaneously the material information (each, a "Reg FD Compliant Method").

If the Company learns that it, or any person acting on its behalf, has unintentionally disclosed material nonpublic information to any Enumerated Person, the Company shall notify Nasdaq and disseminate the information promptly and without delay to the public through Reg FD Compliant Methods.

If you believe that a disclosure of material nonpublic information about the Company may have occurred, then immediately notify the Disclosure Officer.

The Company does not comment on market rumors in the normal course of business. Upon learning that rumors about the Company are circulating, Authorized Spokespersons (as defined below) should, unless otherwise directed by the Disclosure Officer, state that the Company does not comment on market rumors.

The Company also does not comment on the merits of the Company's securities as an investment or on unusual market activity concerning the Company's securities. Authorized Spokespersons may only comment on such matters with the prior approval of the Disclosure Officer.

Please note that all employees of the Company, upon commencement of employment, shall sign an employee confidentiality agreement. Pursuant to this agreement, each Company employee has agreed to hold in confidence all confidential Company information that such employee acquires during employment by the Company, and each Company employee is prohibited from communicating confidential information to anyone else, unless it is necessary

to do so in the course of Company business.

The following disclosures are exempt from Regulation FD and this Policy: (1) those made to persons who owe a duty of trust or confidence to the Company (e.g., lawyers, bankers and accountants); (2) those made to persons who expressly agree to maintain the information in confidence (e.g., lenders in our syndicate who have signed a confidentiality agreement); and (3) certain specified disclosures made in connection with certain registered securities offerings, as specified in Regulation FD.

### **III. Company Disclosure Commitments**

The Company requirement to make a disclosure would generally be triggered by, but not limited to the following:

- a major change in the Company's financial performance or outlook;
- an important change to the Company's platform or products;
- a declaration of a dividend;
- any major transaction or development that will lead to a significant change in the nature and scale of the Company's operations or activities;
- any material acquisition or disposal;
- the granting or withdrawal of a material license;
- entry into (or termination or variation of) a major contract;
- a change to the Board composition or senior management;
- the Company becoming subject to or a party to significant litigation;
- any significant breach of contract or breach of statutory compliance;
- the appointment of a liquidator, administrator or receiver;
- default by the Company under natural debt obligations;
- under subscriptions or over subscriptions to an issue of securities;
- giving or receiving a notice of intention to make a takeover; or
- any rating applied by a rating agency to an entity or its securities and any change to such a rating.

The Company recognizes that this list is non-exhaustive. The Company will have regard to all surrounding circumstances when determining whether disclosure of information is required.

### **IV. Disclosure Officer and the Board**

The General Counsel will act as the Company's Disclosure Officer on behalf of the Board, but the Disclosure Officer may change from time to time as approved by the Board.

The Disclosure Officer will administer and oversee the Company's compliance with its disclosure obligations and this Policy. The Disclosure Officer will comply with the Board's directions in this regard. The Disclosure Officer will have day-to-day responsibility for:

- communication between themselves, the Board, the SEC and Nasdaq in relation to disclosure matters;
- reviewing information referred to the Disclosure Officer and other relevant information (such as Board papers) and assessing whether it is material nonpublic information;
- reporting all potentially material nonpublic information to the Board;
- providing the Board adequate details of all information to enable the Board to determine whether the information is material nonpublic information that the Company is obliged to disclose;
- providing the Board with copies of all material market announcements promptly after they have been made;
- coordinating the actual form of any required disclosure, including reviewing proposed announcements, Securities and Exchange Commission (the "SEC") filings and the Nasdaq Stock Market ("Nasdaq") reporting requirements;
- ensuring all disclosures and planned public announcements are clear, factual, complete, balanced and objective;
- keeping a record of SEC, Nasdaq and other public announcements; and
- conducting regular reviews of this Policy and the Company's reporting and disclosure procedures, and reporting to the Board on their effectiveness and whether any changes are recommended to the Policy.

The Disclosure Officer may delegate the foregoing activities to the Company's Vice President Deputy General Counsel or another person, as the Disclosure Officer determines to be appropriate.

The Board is principally accountable for the Company's compliance with its disclosure obligations. The Board recognizes the importance of the Company's disclosure and announcements being accurate, balanced and expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions. At all Board meetings, the Board will consider whether there is any information the Company must disclose to the SEC and/or Nasdaq.

## **V. Authorized Spokespersons**

The only individuals authorized to speak on behalf of the Company to Enumerated Persons (the "**Authorized Spokespersons**") are:

Chief Executive Officer

President  
Chief Financial Officer  
Senior Vice President, Corporate Development and Operations

In appropriate cases, an Authorized Spokesperson may designate others (including an investor relations third party contractor) to respond to inquiries regarding specific areas of interest or speak on behalf of the Company so long as such communications are in compliance with this Policy. Employees, officers and directors who are not Authorized Spokespersons shall not respond to inquiries from the investment community unless specifically asked to do so by an Authorized Spokesperson or the Board.

## **VI. Procedures for Dissemination of Material Nonpublic Information**

Communications about the Company to Enumerated Persons are restricted to those made by the Authorized Spokespersons. Any time an Authorized Spokesperson determines to disclose nonpublic information to an Enumerated Person, the Authorized Spokesperson, in consultations with the Disclosure Officer shall determine, prior to such disclosure, whether the information is material.

Unless otherwise directed by the Disclosure Officer, the following methods are the exclusive means by which material nonpublic information may be disseminated by the Company:

### **A. Press Releases**

The Senior Vice President, Corporate Development and Operations, in consultation with the Disclosure Officer, shall determine when a press release is to be disseminated. The Disclosure Officer shall review all press releases before they are distributed.

If a meeting or conference call is to be held after the issuance of a press release, the purpose of which is to give analysts, security holders or others an opportunity to seek more information or ask questions concerning the information disclosed, the meeting or call shall be preceded by a press release so as to give adequate notice. Such press release shall announce such meeting or call and provide information including the date, time, and telephone number for the meeting or call. The meeting or call shall be open to the general public, including analysts and media representatives.

If an employee, officer or director of the Company learns of information that causes him or her to believe that disclosure may have been misleading or inaccurate when made or may no longer be true, such person should report that information immediately to the Disclosure Officer.

### **B. Current Report on Form 8-K**

The Disclosure Officer shall have discretion to file with or furnish to the SEC a Current Report on Form 8-K, setting forth the information to be disclosed (a “**Current Report**”). Once it is determined that a Current Report is to be prepared, generally the Finance Department,

with the assistance of internal or outside counsel as appropriate, will draft the document in consultation with the Senior Vice President, Corporate Development and Operations and the Disclosure Officer.

### C. Company Website or Internet Postings

If the Company's Chief Executive Officer or Chief Financial Officer publicly announces that the Company's corporate website or other internet postings have been designated as a Regulation FD compliant channel, the Company may post material nonpublic information on that website or through that internet channel. The Disclosure Officer or his or her designee will be primarily responsible for overseeing all web-based communications of the Company. In addition, the Senior Vice President, Corporate Development and Operations or his or her designee will be primarily responsible for updating the "Investor Center" section of the Company's website (<https://investors.sezzle.com/>) and for monitoring all Company information placed on the website to ensure that it is accurate, complete and up to date.

## **VII. Procedures for Speeches, Articles, Electronic Communications and Public Appearances**

Any speeches made in a public forum, participation on panels (including via webcasts or podcasts), public conferences or other events in which any Enumerated Person might have access shall be approved in advance by the Disclosure Officer. Any employee making such a public appearance shall also provide generally one week's advance notice of the event to the Senior Vice President, Corporate Development and Operations and Disclosure Officer. The Senior Vice President, Corporate Development and Operations shall work with the Disclosure Officer to review all content for speeches and other public appearances to ensure compliance with this Policy.

The Senior Vice President, Corporate Development and Operations, in consultation with the Disclosure Officer, shall approve all requests to write business-related articles, including op-eds and by-lined articles, and review these articles prior to publication.

Unless previously authorized by the Disclosure Officer, employees of the Company, other than Authorized Spokespersons, are prohibited from participating in Internet or social media forums (including, but not limited to, blogs, chat rooms, X (or Twitter), Facebook, LinkedIn, Google+ and YouTube) when that participation could give the appearance that the employee is speaking on behalf of the Company on any matters pertaining to the Company's activities or its securities.

All requests to conduct regular business-related Internet, television or radio programs or to appear as a guest on such programs shall be approved in advance by the Senior Vice President, Corporate Development and Operations, in consultation with the Disclosure Officer. Any employee making an appearance on such programs shall provide generally one week's advance notice of the appearance to the Senior Vice President, Corporate Development and Operations and Disclosure Officer.

## **VIII. Guidance, Analyst Reports and Quiet Periods**

Whenever the Company issues or will issue earnings projections, only Authorized Spokespersons may comment on those projections to any outside party. In response to any question about earnings projections, unless otherwise directed by the Disclosure Officer, Authorized Spokespersons may say only that it is the Company's policy not to comment on projections during the quarter. The Company shall not comment on its intention to update these materials. Furthermore, the Company shall observe a "quiet period," during which the Company shall not comment on financial results. These quiet periods are set forth in the Company's Securities Trading Policy.

No Authorized Spokesperson may provide a material update on guidance, including but not limited to a reiteration of guidance, of any sort with respect to a previous publicly disseminated projection or earnings estimate except in accordance with the procedures for dissemination of material nonpublic information specified above. If an analyst inquires as to the reliability of a previous publicly disseminated projection or earnings estimate, the Authorized Spokesperson may specifically note the date of the last update of such information and should make clear that no update is to be implied in the course of said inquiry (e.g., the Authorized Spokesperson may not state that the Company is "on track" to meet previously issued guidance) absent approval from the Disclosure Officer and in compliance with the requirements of Regulation FD.

Analyst reports and earnings models shall be reviewed only to correct errors that can be corrected by referring to publicly available, historical, factual information or to correct any mathematical errors. No other analyst feedback or guidance on earnings models may be communicated to an analyst.

## **IX. Handling Inquiries**

Inquiries from institutional investors, retail investors, securities analysts, industry analysts or other Enumerated Persons shall be forwarded to the Senior Vice President, Corporate Development and Operations. An appropriate person shall be designated to respond on specific areas of interest. Under no circumstances should any attempt be made to handle these inquiries without prior approval from an Authorized Spokesperson.

## **X. Parties Who May Receive Material Nonpublic Information**

Certain third parties are required by professional responsibility or by contract to keep the Company's information confidential. These include the Company's attorneys, accountants, investment bankers, and other people or entities that are subject to confidentiality or nondisclosure agreements with respect to information about the Company. If you are in doubt about whether someone falls within this category, contact the Disclosure Officer for guidance.

## **XI. Trading Halts**

It may be necessary for the Company to request halt from Nasdaq to ensure compliance with

its disclosure obligations. The Board will consider and make all decisions relating to whether the Company should request a trading halt in those circumstances.

## **XII. Violations**

Violations of Regulation FD are subject to SEC enforcement action, which may include an administrative action seeking a cease-and-desist order or a civil action against the Company or an individual seeking an injunction and/or monetary penalties.

Failure to comply with this Policy may also harm the Company's reputation and subject you to Company-imposed sanctions, including dismissal for cause, whether or not your failure to comply with this Policy results in legal action.

Any violation or suspected violation of this Policy shall be immediately reported to the Disclosure Officer.

## **XIII. Enforcement**

The Board is responsible for policy interpretation, administration and enforcement of this Policy.

## **XIV. Adoption and Review of This Policy**

The Board adopted this Policy on November 21, 2024. It takes effect from that date and replaces any previous Company policy on this regard.

The Disclosure Officer is responsible for regularly (at least annually) reviewing this Policy in light of any changes by the SEC, Nasdaq or other applicable law. This Policy can only be amended with the approval of the Board. The Disclosure Officer will communicate any amendments to Personnel, as appropriate.