Securities Trading Policy

Last Revised October 29, 2026

1.	**Background and Purpose**	**2**
2.	**Statement of Policy**	**2**
3.	**Definitions**	**4**
4.	**Delegation of Authority**	**6**
5.	**Prohibition on Insider Trading**	**6**
6.	**Company Imposed Restrictions on Trading**	**8**
7.	**Pre-Notification and Reporting of Trades**	**13**
8.	**Policy Compliance**	**16**
9.	**Periodic Reviews**	**16**

Version	Issue Date	Comments
1.0.0	June 24, 2019	Initial release
1.0.1	July 16, 2020	Formal Release of combined policies.
1.0.2	June 24, 2021	Annual review
1.0.3	October 20, 2022	Annual review
1.0.4	September 13, 2023	Updates for Nasdaq listing
1.0.5	November 29, 2023	Legal Team proposed updates for fiscal year 2023.
1.0.6	May 2, 2024	Proposed Finance Edits.
1.0.7	August 6, 2024	Proposed management edits.
1.0.8	October 30, 2025	Management edits; approved by the Board.
1.0.9	October 29, 2026	Annual review. Tokenized securities and prediction markets updates; technical corrections; approved by the Board.

1. Background and Purpose

1.1 Background

Sezzle Inc. (the "***Company***") is a publicly listed company in the United States. The Company and its employees have obligations to avoid unlawful and unethical Trading practices occurring through a Restricted Person's access to material, nonpublic information of the Company. Capitalized terms used herein shall have the meanings as set forth below.

The Company is listed on The Nasdaq Stock Market LLC ("***Nasdaq***" or the "***Exchange***") and maintains this Securities Trading Policy (this "***Policy***") to ensure that Trading of Securities complies with the applicable laws and regulations of, among other things, the Nasdaq Listing Rules, the Securities Exchange Act of 1934 (the "***Exchange Act***"), and other applicable U.S. securities laws.

U.S. securities laws also apply to the disclosure of material, nonpublic information to others who may Trade Securities. Violations of these laws can result in civil and criminal penalties. A company and its controlling persons may also be subject to liability if such company or controlling persons fail to take reasonable steps to prevent insider trading by its personnel.

It is important that Restricted Persons understand the breadth of activities that constitute illegal insider trading and the consequences, which can be severe. The U.S. Securities and Exchange Commission (the "***SEC***"), the Financial Industry Regulatory Authority ("***FINRA***"), the Exchange, and other regulatory authorities are generally very effective at detecting insider trading. These regulatory authorities, along with government prosecutors, pursue insider trading violations vigorously. Cases have been successfully prosecuted against employees and others who have committed insider trading, even for relatively small Trades, through foreign accounts or through family members and friends. Profit or loss is irrelevant to whether insider trading occurs.

2. Statement of Policy

2.1 Objective

All Restricted Persons are required to conduct their personal investment activity in a manner that is lawful and avoids conflicts of interest between the Restricted Person's personal interests and those of the Company.

The Board has established this Policy to:

- assist Restricted Persons to comply with their legal obligations in relation to Trading in Securities;
- establish the Company's policy and procedure for Restricted Persons Trading in Securities;
- raise awareness and minimize any potential for breach of the prohibitions on insider trading contained in Section 10(b) of the Exchange Act and the rules and regulations promulgated thereunder;
- maintain a proper market for the Securities of the Company and ensure the Company's reputation and integrity are not adversely impacted by perceptions of improper Trading of Securities; and
- promote stockholder and general market confidence in the Company.

2.2 Securities Covered in this Policy

This Policy applies to Trading in all Securities including:

- Securities of the Company; and
- Securities of other companies where you have Inside Information of such company that you obtained in the course of your employment with, or the performance of services on behalf of, the Company. These companies may include the Company's customers or suppliers and those with which the Company may be negotiating major transactions, such as an acquisition, investment, or sale of assets. Information that may not be material to the Company may nevertheless be material to those other companies.

This Policy applies to Tokenized Securities in the same manner as the Securities they represent or track, regardless of who issued or created the token, the venue, platform or blockchain on which it trades, whether that venue is located in or outside the United States, and whether the Trade occurs during or outside regular Nasdaq trading hours.

This Policy also restricts transactions in Event Contracts, including on prediction markets, as set forth in Section 6.8, whether or not the Event Contract is a Security.

Except as set forth in Section 7.2, this Policy does not apply to transactions under Section 6.6 or to transactions in mutual funds, exchange-traded funds, index funds or other "broad basket" funds that own or hold Securities as one of many investments.

2.3 Application

This Policy applies to all Restricted Persons, including:

- family members who reside with you;
- anyone else who lives in your household;
- any family members who do not live in your household but whose securities transactions are directed by you or who are subject to your influence or control (such as parents or children who consult with you before they trade in securities);
- any person to whom you have disclosed material, nonpublic information; and
- any entity that you control.

You are responsible for making sure that any Trading in Securities executed or directed by you, or such other affiliated person or entity listed above complies with this Policy.

2.4 Key Principles

All Trading in Securities by Restricted Persons must be conducted in accordance with this Policy during an open Trading Window with the Notification Officer's prior written clearance.

- *No Conflicts of Interest*. In conducting personal Trading activities, all Restricted Persons must act lawfully and avoid conflicts of interests between their personal interests and the Company's interests.

- *No Trading on Inside Information*. Any Restricted Person who possesses Inside Information in relation to the Company must not Trade in Securities, regardless of any written clearance granted under this Policy.

- *No Tipping*. The Company has authorized only certain individuals to publicly release Inside Information relating to the Company. You may not communicate Inside Information to others (unless such disclosure is made in accordance with the Company's policies regarding the authorized disclosure of such information) or recommend to anyone the purchase or sale of any Securities when you are aware of Inside Information. You are also prohibited from communicating Inside Information if you reasonably believe that the person being communicated the Inside Information is likely to apply for, acquire or dispose of, or enter into an agreement to apply for, acquire or dispose of, any Securities or procure another person to do so. This practice, known as "tipping," also may violate the U.S. securities laws and can result in civil and criminal penalties, even though you did not Trade and/or gain any benefit from another's Trading.

- *No Exception for Hardship*. The existence of a personal, financial emergency does not excuse you from compliance with this Policy.

3. Definitions

In this Policy, unless the context otherwise requires:

Board means the board of directors of the Company.

Chair means the Chairperson of the Board.

Company Event Contract means an Event Contract whose value or payout depends, in whole or in part, on any event, metric or matter relating to the Company or its Securities, such as the Company's financial or operating results, guidance, stock price, transactions, products, regulatory, licensing or litigation matters, or changes in the Board or Senior Executives. An Event Contract based on a broad-based securities index, or on general economic, market or political events that do not specifically reference the Company, is not a Company Event Contract.

Director means a member of the Board.

Event Contract means any contract, wager, position or other instrument, whether offered on a prediction market or on any other platform or exchange, whose value or payout depends on whether or when an event occurs or on the outcome or value of an event, metric or measure, regardless of whether the platform is regulated or unregulated or located in or outside the United States, and regardless of whether the instrument is a security, swap, commodity or other product.

Inside Information has the meaning set forth in Section 5.1.

Notification Officer means the General Counsel of the Company, or any other employee designee appointed by the Board.

Personnel means a person who is an employee (permanent or temporary), senior executive, and/or Director.

Prohibited Trading Period means any time other than during a Trading Window and any additional period from time to time when the Chair or Board impose a prohibition on Trading.

Restricted Person or "you" means all Personnel and agents, consultants, advisors, and contractors who are currently engaged by the Company.

RSUs means restricted stock units of the Company.

Rule 10b5-1 Trading Plan has the meaning set forth in Section 7.5.

Senior Executive means:

- the Chief Executive Officer, President, and Chief Financial Officer;
- all officers and direct reports to the Chief Executive Officer and/or President;
- any other person who is one of the Company's key management personnel, including those persons identified as key management personnel, officers or named executive officers in the Company's most recent annual report filed with the SEC; and
- any other employee who has been notified that the Board designates them as a Senior Executive for the purposes of this Policy.

Securities means:

- Shares, preferred stock, options, RSUs, performance rights and other Securities issued by the Company which are convertible into Shares;
- debentures (including bonds and notes);
- derivatives of any of the above (including swaps, futures contracts, contracts for differences, spread bets, warrants, depositary receipts, hedges, exchange-traded or over-the-counter options), whether settled by cash or otherwise; and
- Tokenized Securities representing or tracking any of the above.

Shares means common stock of the Company.

Synthetic Token means a Tokenized Security that does not give its holder the same economic and governance rights (including dividend, voting and liquidation rights) as the Security it represents or tracks, such as a token that tracks the price of a Security without conferring ownership of it.

Tokenized Security means any digital token or other digital asset, recorded on a blockchain or other distributed ledger, that represents, is backed by, or is designed to track the price or value of a Security, whether issued by the Company, by a third party with or without the Company's involvement, or otherwise, and whether or not it confers the rights of the underlying Security. Tokenized Securities include Synthetic Tokens.

Trade or **Trading** means:

- buying or selling Securities;
- entering into an agreement to buy or sell Securities;
- exercising options, rights, or awards to acquire Securities; or
- converting Securities into Tokenized Securities, or Tokenized Securities into Securities, including by minting, wrapping, redeeming or unwrapping a token.

Trading Window means any period other than a Prohibited Trading Period specified in Section 6.2.

4. Delegation of Authority

The Board hereby delegates the authority for the development, implementation, and continuous improvement of this Policy to the Chief Financial Officer and/or designated employees of the Company's finance team (collectively, "***Finance***") including the authority over Trades requested by Personnel in accordance with this Policy.

5. Prohibition on Insider Trading

5.1 Inside Information

'**Inside Information**' is information that:

- is not generally available; and
- if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the Securities. Information expected to affect the Company's Share price, whether positive or negative, should be considered material.

Information is '**generally available**' if:

- it consists of 'readily observable matter;'
- it has been made known in a manner that would, or would be likely to, bring to the attention of persons who commonly invest in Securities of a kind whose price or value might be affected by the information and, since it was made known, a reasonable period for it to be disseminated among such persons has elapsed; or
- it consists of deductions, conclusions or inferences made or drawn from information of the kind referred to in either of the two preceding bullets.

Restricted Persons may only assume information is generally available when it has been broadly disseminated to the marketplace (for example, by means of a filing with the SEC, such as a Form 8-K or other periodic report, a press release, a publicly accessible conference call or a publication in a widely available newspaper or magazine) and enough time has elapsed to permit the investing public to absorb and evaluate the information. As a general rule, information is considered "generally available" after <u>two full trading days after the information has been broadly disseminated</u>.

A reasonable person would be taken to expect information to have a material effect on the price or value of Securities if (and only if) the information would, or would be likely to, influence persons who commonly acquire Securities in deciding whether or not to acquire or dispose of those Securities. In other words, information must be shown to be material to the investment decision of a reasonable hypothetical investor in the Securities.

Common examples of information that will frequently be regarded as material to the investment decision of a reasonable hypothetical investor in the Securities are:

- projections of future earnings or losses or other earnings guidance;
- earnings or losses that are significantly higher or lower than generally expected by the investment community;

- a pending or proposed merger, acquisition, tender offer, or an acquisition or disposition of significant assets;
- a change in Senior Executives or the members of the Board;
- major events regarding the Company's Securities, including the declaration of a stock split, stock or cash dividend, or the offering of additional Securities;
- severe financial liquidity problems;
- actual or threatened major litigation, or the resolution of such litigation;
- new major contracts, order, merchants, suppliers, customer or financing sources, or the loss of any of them; and
- significant cybersecurity breaches.

Other types of information may also be material; no complete list can be given.

Whether a particular item is "material" or "generally available" will be judged with the benefit of hindsight. Before engaging in any transaction, a Restricted Person should give careful thought to whether any facts and circumstances exist that could raise suspicions about the propriety of the proposed Trade after the fact. Persons with any questions as to whether information may be considered "material" and "nonpublic" should consult the Company's Regulation FD and Continuous Disclosure Policy available at investors.sezzle.com or consult the Notification Officer.

5.2 Prohibited Conduct

The Exchange Act prohibits:

- the direct and indirect acquisition or disposal of Securities using Inside Information;
- the procurement of another person to acquire or dispose of Securities using Inside Information; and
- communication of Inside Information to another person for the purpose of the other person acquiring or disposing of Securities.

Restricted Persons must not, whether in their own capacity or as an agent for another, apply for, acquire or dispose of, or enter into an agreement to apply for, acquire or dispose of, any Securities, or procure another person to do so if the Restricted Person:

- possesses Inside Information; and
- knows or ought reasonably to know, that:
    - the Inside Information is not generally available; and
    - if it were generally available, it might have a material effect on the price or value of the Securities or influence a person's decision to Trade the Securities.

Restricted Persons must not either directly or indirectly pass Inside Information to another person if they know, or ought reasonably to know, that this other person is likely to apply for, acquire or dispose of the Securities or procure another person to do so.

5.3 Gifts

Bona fide gifts of Securities are not subject to this Policy, unless:

- the Restricted Person making the gift has reason to believe that the recipient intends to sell the Securities at a time when the Restricted Person is aware of Inside Information; or
- the Restricted Person making the gift is subject to a Prohibited Trading Period and the sale by the recipient of the Securities occurs during a Prohibited Trading Period.

For the avoidance of doubt, the pre-clearance procedures set forth in Section 7 shall apply to any gifts of Securities, transfers, or contributions of Securities to a family trust or other entity, and transfers of Securities among family members.

5.4 Confidentiality Obligations

Maintaining the confidentiality of Company information is essential for competitive, security, and other business reasons, as well as to comply with U.S. securities laws. You should treat all information you learn about the Company or its business plans in connection with your employment or engagement as confidential and proprietary to the Company. Inadvertent disclosure of confidential or Inside Information may expose the Company and you to significant risk of investigation and litigation.

Further to your legal obligations related to insider trading under the Exchange Act and any other applicable law, you must not disclose the Company's confidential information to any unauthorized third party or use that information for personal gain or in a manner that may harm the Company. The timing and nature of the Company's disclosure of Inside Information to outsiders is subject to legal rules, the breach of which could result in substantial liability to you, the Company, and its management. Accordingly, it is important that responses to inquiries about the Company from the press, investment analysts or others in the financial community be made on the Company's behalf only through authorized individuals.

6. Company Imposed Restrictions on Trading

6.1 Trading Windows

To help prevent inadvertent violations of the U.S. securities laws and to avoid the appearance of Trading on the basis of Inside Information, all Trading in Securities by Personnel will only be permitted during Trading Windows.

6.2 When are the Trading Windows?

The Trading Windows during which Personnel will be permitted to Trade Securities will be provided by the Company's Notification Officer. These will generally be open except at the following times (each, a "***Prohibited Trading Period***"):

- from the close of the Nasdaq trading day on December 23 each year until two full Nasdaq trading days following the day on which the Company's full year results or annual report on Form 10-K for such period (whichever is first) is made generally available to the public;

- from the close of the Nasdaq trading day on March 23, June 22 and September 22 each year until two full Nasdaq trading days following the day on which the Company's review of operations or quarterly report on Form 10-Q for such period (whichever is first) is made generally available to the public; and

- any additional period arising from time to time that the Board imposes a prohibition on Trading as an 'ad hoc' prohibition on Trading of Securities.

In addition, from time to time, the Company may be involved in activities that are material and that are known only by a limited number of people at the Company. If you are someone whose duties cause you to become aware of such an activity, the Notification Officer or Finance may notify you of an event-specific Trading restriction (or additional Prohibited Trading Period) and you will not be permitted to Trade in Securities. The existence of an event-specific blackout may or may not be broadly announced, and you should not communicate it to anyone. Even if you are not notified of an event-specific blackout, you should not Trade in Securities.

Notwithstanding the time periods described above, the Company may declare a Trading Window closed at any time at its absolute discretion and without prior notice. For example, this could occur where directors of the Company believe that certain Personnel may hold Inside Information relating to the Company.

Each Prohibited Trading Period, including any event-specific restriction, applies continuously from its start until its end, including outside regular Nasdaq trading hours and on weekends and holidays, and applies to Trading on any venue or platform on which Securities or Tokenized Securities trade. Although Trading Windows open and close by reference to Nasdaq trading days, the availability of Trading in Tokenized Securities at other times does not create an additional Trading Window.

Trading Windows will not automatically be opened outside the times described above. Details of when a Trading Window is opened or closed and any Prohibited Trading Periods will be communicated to Personnel via email or through any other electronic medium utilized by the Company to communicate with employees.

6.3 What Trading is Prohibited During a Trading Window?

Even if the Trading Window is open, U.S. securities laws prohibit Trading by Restricted Persons if they possess any Inside Information.

Restricted Persons are always prohibited from short-term Trading, hedging unvested awards, and short positions in Securities covered by this Policy.

- *Short-term Trading*. Other than when Personnel exercises employee options or performance rights to acquire Securities at the specified exercise price, you may not Trade Securities (or an interest in Securities) on a short-term basis. Short-term Trading includes buying and selling Securities within a 6-month period and entering into other short-term dealings (e.g. forward contracts).

- *Hedging unvested awards*. You may not enter into transactions or arrangements, including by way of derivatives or similar financial products, which operate to limit the economic risk of your holdings of unvested Securities granted under an employee incentive plan.

- *Short positions*. You may not Trade in Securities to profit from a decrease in the market price of Securities.

6.4 Hedging Arrangements

Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow an employee to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow a Restricted Person to continue to own the covered Securities, but without the full risks and rewards of ownership. When that occurs, the Restricted Person may no longer have the same objectives as the Company's other stockholders. As a result, these types of transactions must be analyzed carefully. If you wish to engage in a transaction of this type, you must first obtain the clearance of the Notification Officer in compliance with Section 7.1, and there is no assurance that clearance will be granted. Any request for pre-clearance of a hedging or similar arrangement must set forth a justification for the proposed transaction.

6.5 Margin Loans and Similar Funding Arrangements

Directors and Senior Executives may not enter a margin lending arrangement in respect of Securities or transfer Securities into an existing margin loan account, including through any digital asset lending, borrowing or collateral platform or protocol ("***Margin Lending Arrangement***"). Directors and Senior Executives may pledge Securities (including Tokenized Securities) for personal loans and investments ("***Pledge Arrangement***") only with the prior written consent of the Audit & Risk Committee (the "***ARC***"). This is because the terms of the arrangement may require the Securities to be sold during a Prohibited Trading Period or when the relevant Director or Senior Executive possesses Inside Information.

The ARC, as part of its risk assessment and risk management oversight responsibilities, shall evaluate proposed and outstanding Pledge Arrangements for potential impacts to the Company and the Company's Securities in the event of a forced sale of Securities. The ARC may approve a proposed Pledge Arrangement if the Director or Senior Executive can clearly demonstrate financial capacity to repay the loan without resorting to a sale of the Securities pledged.

In addition, the ARC may also consider the following factors in determining its approval as it deems appropriate:

- The loan amount secured by the Pledge Arrangement in relation to the average trading volume of the Company's Securities;
- The loan amount secured by the Pledge Arrangement in relation to the total Company's Securities beneficially owned by the director or senior executive;
- The loan-to-value ratio in the proposed Pledge Arrangement;
- The procedural safeguards to foreclosure, such as notice periods, the ability to substitute collateral, or other considerations unique to the director or senior executive;
- The triggering events of any potential margin call or sale of securities;
- Any potential conflicts of interest (actual or perceived);
- The aggregate amount of Securities pledged outstanding at any given time by any other directors or Senior Executives;
- The percentage of pledged Securities versus the overall public float of Securities;

- Potential impacts to the Company or the market price of the pledged Securities in the event of a forced sale;
- And any other factor deemed relevant to the ARC.

The ARC, or its nominee, will monitor all active Pledge Arrangements on an ongoing basis.

6.6 Exceptions to the Prohibited Trading Period

The following exceptions to the Trading restrictions in Section 6.2 apply even if a Trading Window is not open (but subject always to U.S. securities laws).

- You may exercise (but not sell Securities following exercise) an option or other right to acquire Securities under an employee incentive scheme or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security falls during a Prohibited Trading Period. The Trading restrictions do apply, however, to any sale of the underlying stock or to a "cashless exercise" of the option through a broker, as this entails selling a portion of the underlying stock to cover the costs of exercise. Therefore, "cashless exercises" which include a sale of Securities are subject to the restrictions set forth in this Policy.
- The vesting of stock options, restricted stock or RSUs will continue but any sale of Securities in connection with such vesting (other than forfeitures of Shares to the Company to satisfy the employee's tax obligations in connection with the vesting of RSUs), are subject to the restrictions set forth in this Policy. However, if you have properly entered into a Rule 10b5-1 Trading Plan for such sales, and such Rule 10b5-1 plan permits such sales, such sales will comply with this Policy.
- You may Trade under an offer or invitation made to all or most of the security holders such as a rights or entitlement issue, a security purchase plan, or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue.
- You may Trade where the beneficial interest in the relevant Securities does not change. This exception does not apply to converting Securities into Tokenized Securities or Tokenized Securities into Securities. This includes:
    - a dealing by which the relevant Securities are transferred by Personnel from their personal holdings to a superannuation fund of which they are a beneficiary;
    - the withdrawal of Securities from an employee incentive scheme and the transfer of those Securities to the participant's personal holdings or superannuation fund of which they are a beneficiary;
    - an acquisition of Securities under a dividend reinvestment plan, provided the election to participate in the dividend reinvestment plan was made before the Personnel came into possession of any Inside Information;
    - Personnel accepting a takeover bid or transferring Securities under a scheme of arrangement in respect of the Company;

- a disposal of Securities that is the result of a secured lender or financier exercising their rights (however, this does not extend to disposal under a Margin Lending Arrangement where such arrangement is prohibited by this Policy);
- an acquisition of Securities under a bonus issue made to all holders of the Company's Securities of the same class; and
- an investment in, or Trading in units of, a fund or some other scheme (other than a scheme only investing in the Securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party.

Despite the above exceptions, under U.S. securities laws, a person who possesses Inside Information may be prohibited from Trading even where Trading falls within an exception specified above.

6.7 Tokenized Securities

Securities of the Company may be made available in tokenized form, including by unaffiliated third parties and on venues that may trade outside regular Nasdaq trading hours. Tokens may be thinly traded, may experience sharp price movements, and may not be subject to the market surveillance and customer identification controls that apply to traditional brokerage accounts. Accordingly:

- every restriction and procedure in this Policy that applies to Securities, including Prohibited Trading Periods, pre-clearance under Section 7.1, post-Trade notification under Section 7.3, and the restrictions in Sections 6.3 through 6.5, applies equally to Tokenized Securities;
- Synthetic Tokens are derivatives and are treated like other derivatives of the Company's Securities: they may be Traded only in compliance with this Policy, including the prohibitions in Section 6.3 on short-term Trading and short positions;
- you are responsible for ensuring that any token and platform you use is lawfully available to you where you live, and the Notification Officer may decline to pre-clear a Trade on any token or platform;
- a request for pre-clearance of a Trade in Tokenized Securities must identify the token, its issuer or sponsor, and the venue or platform on which the Trade will occur; and
- converting Securities into Tokenized Securities, or Tokenized Securities into Securities, is a Trade and is subject to this Policy even if your economic interest does not change.

6.8 Prediction Markets and Event Contracts

Prediction markets and similar platforms allow persons to buy and sell Event Contracts tied to whether particular events will occur, including events relating to the Company. Using confidential information to trade Event Contracts can violate the Commodity Exchange Act, federal fraud statutes and platform rules even where no Security is involved, and regulators have identified insider trading on prediction markets as an enforcement priority. Accordingly:

- *Company Event Contracts*. Restricted Persons may not buy, sell or hold a position in any Company Event Contract at any time, whether or not they are aware of Inside Information and whether or not a Trading Window is open.
- *Confidential information*. Restricted Persons may not buy, sell or hold a position in any Event Contract while aware of Inside Information or other confidential information

obtained through their employment with, or the performance of services for, the Company, including confidential information about the Company's merchants, consumers, bank partners, vendors or other counterparties, or about any governmental, regulatory or legislative matter.

- *No tipping or trading in concert*. Restricted Persons may not disclose such information to any person who trades, or may reasonably be expected to trade, in Event Contracts, and may not trade Event Contracts in concert with any person they know or reasonably believe possesses such information.

- *Outcomes you can influence*. Restricted Persons may not buy, sell or hold a position in any Event Contract whose outcome they can influence through their role with the Company.

The exceptions in Section 6.6 do not apply to Event Contracts, and the Notification Officer will not pre-clear any transaction in a Company Event Contract. If you are unsure whether an Event Contract is covered by this Section, do not trade it, and consult the Notification Officer.

7. Pre-Notification and Reporting of Trades

7.1 Who Must Give Notice of an Intention to Trade? When?

When permitted to Trade in accordance with this Policy, all Personnel must submit prior written notice of an intention to Trade in Securities and confirm that they do not possess any Inside Information at least two Nasdaq trading days (or such shorter period approved by the Notification Officer) before the transaction date. Employees (permanent or temporary) (excluding Directors and Senior Executives) must submit prior written notice of any proposed Trading to the Notification Officer. Such notice may be provided through the Company's third-party service providers. In addition to the above, Senior Executives and Directors must submit such prior written notice and receive prior approval as follows:

- in the case of Senior Executives (other than the Chief Executive Officer and President), to the Chair and the Notification Officer;

- in the case of the Chief Executive Officer or President, to the Board and Notification Officer;

- in the case of a Director of the Company, to the Chair and Notification Officer; and

- in the case of the Chair, the Board and Notification Officer.

The Notification Officer is under no obligation to approve a transaction submitted for pre-clearance and may determine not to permit the Trade. If the relevant Notification Officer objects to the proposed Trade, they must immediately notify the relevant Personnel that the Trade must not proceed and must advise the Directors (who may overrule the decision if they think appropriate). If a person seeks pre-clearance to Trade and permission to engage in Trade is denied, then he or she should refrain from initiating any Trading in Securities. You should not inform any other person of the restriction.

When a notification of an intention to Trade is made, the requestor should carefully consider whether he or she may be aware of any Inside Information and should describe fully those circumstances to the Notification Officer. The requestor should be prepared to file a Form 4 for the proposed transaction in compliance with Section 16 and to comply with SEC Rule 144 and file Form 144, in

each case as applicable, at the time of any sale. We assist our Directors and Senior Executives in completing and filing the appropriate forms and advance notice of the transactions allows us to complete these filings on a timely basis.

7.2 What Trades Do Not Need Pre-Notification?

Trades executed pursuant to Section 6.6 of this Policy do not need to be pre-notified. However, Restricted Persons making such Trades must notify the Company in accordance with Section 7.3.

7.3 Notification of Trades

In addition to providing prior notification under Section 7.1, once a Trade of any Securities has been made by or for a Restricted Person, details of the Trade, including the amount and price of Securities involved and, for Tokenized Securities, the token and the venue or platform on which the Trade occurred, must be submitted to the Notification Officer. Each disclosure notice will need to state whether the relevant Trade occurred outside of a Trading Window and, if so, whether prior written clearance was provided.

The Company will maintain a register of notifications and clearances given in relation to Trading in Company Securities and must report all such matters to the Board as they arise.

7.4 Notification of Intention to Trade on Behalf of Associates

Directors and Senior Executives must give prior written notice of any proposed Trading in Securities in accordance with Section 7.1 on behalf of any of their associates.

For this purpose, "**associates**" of a Director or Senior Executive includes their spouses, family members, trusts, corporate entities, nominees, and other persons over whom a Director or Senior Executive has, or may be expected to have, investment control or influence.

7.5 Rule 10b5-1 Plans

Rule 10b5-1 under the Exchange Act provides an affirmative defense to allegations of insider trading liability. To be eligible to rely on this defense, a person must buy or sell Securities pursuant to a plan that meets all applicable legal requirements of Rule 10b5-1 (a "***Rule 10b5-1 Trading Plan***"). Transactions that comply with an approved Rule 10b5-1 Trading Plan are permitted under this Policy.

In general, a Rule 10b5-1 Trading Plan must be entered into in good faith at a time when the person is not aware of any Inside Information and may not be entered into during a Prohibited Trading Period. The Rule 10b5-1 Trading Plan must specify the amounts and prices of Securities to be purchased or sold as well as the dates on which the purchases or sales are to be made ahead of time (or include a written formula for determining such information) or delegate discretion on these matters to an independent third party. Once the Rule 10b5-1 Trading Plan is adopted, the person must not exercise any influence over how, when or whether to Trade any Securities that are subject to the Rule 10b5-1 Trading Plan.

The Rule 10b5-1 Trading Plan must be reviewed and approved by the Notification Officer. The Rule 10b5-1 Trading Plan must include a minimum of a 90-day cooling-off period between your entry into your Rule 10b5-1 Trading Plan and the first possible Trade thereunder. The cooling-off period is designed to minimize the risk that a claim will be made that you were aware of Inside Information when you entered into the Rule 10b5-1 Trading Plan.

Amendments, suspensions, and terminations of a Rule 10b5-1 Trading Plan will be viewed in hindsight and could call into question whether the Rule 10b5-1 Trading Plan was entered into in good faith. As a result, amendments, suspensions, and terminations of Rule 10b5-1 Trading Plans require pre-approval by the Notification Officer.

Persons that are subject to a Rule 10b5-1 Trading Plan shall continue to provide the notices of Trades required under Section 7 and will provide all other information requested by the Notification Officer in order for the Company to timely and accurately disclose all information required by the Exchange Act in the Company's quarterly and annual reports filed with the SEC.

7.6 Reporting and Liability under Section 16 of the Exchange Act

For the purpose of preventing the unfair use of information which may have been obtained by an insider, under Section 16 of the Exchange Act ("***Section 16***") any profits realized by any officer, director, or 10% stockholder from any "purchase" and "sale" of Securities during a six-month period, so-called "short-swing profits," may be recovered by the Company. When such a purchase and sale occurs, good faith is no defense. The insider is liable even if compelled to sell for personal reasons, and even if the sale takes place after full disclosure and without the use of any Inside Information. Officers and directors should consult the "Short-Swing Profit Rule Section 16(b) Checklist" attached hereto as "Attachment A" in addition to consulting the Notification Officer prior to engaging in any transactions involving Securities, including without limitation, the Company's stock, options, or warrants.

The liability of an insider under Section 16(b) is only to the Company itself. The Company, however, cannot waive its right to short-swing profits, and any Company stockholder can bring suit in the name of the Company. Reports of ownership filed with the SEC on Form 3, Form 4, or Form 5 pursuant to Section 16(a) are readily available to the public and are carefully monitored for potential Section 16(b) violations. In addition, liabilities under Section 16(b) may require separate disclosure in the Company's annual report or its proxy statement for its annual meeting of stockholders. No suit may be brought more than two years after the date the profit was realized. However, if the insider fails to file a report of the transaction on Form 4 or Form 5 as required under Section 16(a), the two-year limitation period does not begin to run until after the transactions giving rise to the profit have been disclosed. Failure to report transactions and late filing of reports require separate disclosure in the Company's proxy statement.

Transactions in Tokenized Securities, including conversions between Securities and Tokenized Securities, may be reportable under Section 16(a) and may be matched with other purchases and sales for purposes of Section 16(b). Directors and Senior Executives subject to Section 16 must consult the Notification Officer before any such transaction.

7.7 Post-Termination Transactions

This Policy continues to apply to your transactions in Securities even after you have terminated employment or other services to the Company. If you are aware of Inside Information when your employment or service relationship terminates, you may not Trade in Securities until that information has become generally available, is no longer material, or until the next scheduled Trading Window, whichever is later.

7.8 Nasdaq Listing and SEC Rules

The Company will comply with the Nasdaq Listing Rules requirements related to Trading in Securities and all applicable SEC rules, including maintaining this Policy in accordance with applicable legislation and regulations.

8. Policy Compliance

8.1 Compliance with Policy and Legal Obligations

Restricted Persons are individually responsible for ensuring their compliance with this Policy and their legal obligations relating to insider trading.

You must immediately report, in person or in writing, any known or suspected violation of this Policy in a manner consistent with the Company's Ethics, Hotline and Non-Retaliation Policy located in the "People Operations Policies." The Company will treat all reports received in connection with this Policy in the strictest confidence and you will not face any form of retaliation, reprisal, or detriment from the Company or your supervisor for raising a concern or reporting conduct in violation of this Policy in good faith.

You should never attempt to personally conduct any investigations or enquiries into a suspected act of insider trading related to the Company.

8.2 Consequences of breaching Policy and legal obligations

Engaging in insider trading may subject Restricted Persons to:

- criminal liability, including substantial monetary fines and/or imprisonment; and/or
- civil liability, which may include being sued by another party for any loss suffered as a result of insider trading.

Further, the Company will not tolerate any breach of Restricted Persons' legal obligations regarding insider trading. Restricted Persons who breach any applicable insider trading law or this Policy will likely face disciplinary action, including termination of employment or engagement with the Company. The Company may be required to notify relevant authorities of a serious breach of this Policy.

8.3 Guidance

Your compliance with this Policy is of the utmost importance both for you and for the Company. If you have any questions about this Policy or its application to any proposed transaction, you may obtain additional guidance from the Notification Officer. Do not try to resolve uncertainties on your own, as the rules relating to insider trading are often complex, not always intuitive and violations carry severe consequences.

9. Periodic Reviews

On a periodic basis, but no less frequently than an annual basis, Finance will review this Policy, having regard to changing circumstances and any changes to the Nasdaq Listing Rules, SEC regulations, the Exchange Act or other applicable legislation, and recommend approval of any amendments to this Policy to the Board.

On a periodic basis, but no less frequently than an annual basis, the Board will review and consider the approval of any proposed amendments to this Policy. The Board may, at its discretion, amend this Policy to extend its application to securities of other companies or entities with which the Company has a close business relationship (including the Company's clients, suppliers or contractors). Finance will communicate any amendments to this Policy to Restricted Persons as appropriate.

All Restricted Persons must certify their understanding of, and compliance with, this Policy and its amendments.

Attachment A

SHORT-SWING PROFIT RULE SECTION 16(B) CHECKLIST

Note: ANY combination of PURCHASE AND SALE or SALE AND PURCHASE within six months of each other by an officer, director or 10% stockholder (or any family member living in the same household or certain affiliated entities) results in a violation of Section 16(b) of the Exchange Act, and the "profit" must be recovered by Sezzle Inc. (the "***Company***"). It makes no difference how long the shares being sold have been held or, for officers and directors, that you were an insider for only one of the two matching transactions. The highest priced sale will be matched with the lowest priced purchase within the six-month period. For purposes of this checklist, purchases and sales include transactions in Tokenized Securities and conversions between Securities and Tokenized Securities.

If a sale is to be made by an officer, director or 10% stockholder (or any family member living in the same household or certain affiliated entities):

1. Have there been any purchases by the insider (or family members living in the same household or certain affiliated entities) within the past six months?
2. Have there been any option grants or exercises not exempt under Rule 16b-3 within the past six months?
3. Are any purchases (or non-exempt option exercises) anticipated or required within the next six months?
4. Has a Form 4 been prepared?
5. If a sale is to be made by an affiliate of the Company, has a Form 144 been prepared and has the broker been reminded to sell pursuant to Rule 144?

If a purchase or option exercise for Company stock is to be made:

1. Have there been any sales by the insider (or family members living in the same household or certain affiliated entities) within the past six months?
2. Are any sales anticipated or required within the next six months (such as tax-related or year-end transactions)?
3. Has a Form 4 been prepared?

Before proceeding with a purchase or sale, consider whether you are aware of any Inside Information which could affect the price of the Company Securities. All transactions in the Company's Securities by officers and directors must be pre-cleared by contacting the proper Notification Officer.