

SEZZLE INC.

COMPENSATION COMMITTEE CHARTER

I. **Organization and Governance of the Committee.** There shall be a committee of the Sezzle Inc. (the “**Company**”) Board of Directors (the “**Board**”) to be known as the Compensation Committee (the “**Committee**”). Members of the Committee will be appointed by the Board. The Chairperson (the “**Chair**”) must be an independent director. Unless the Chair is elected by the Board, the members of the Committee may designate a Chair, who is not the Chair of the Board, by a majority vote of the members of the Committee. The Committee shall be composed of at least three (3) directors, 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**”), each of whom shall satisfy the independence requirements of NASDAQ. Each member of the Committee shall qualify as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, an “independent director” as defined by NASDAQ. In addition, the Committee shall include at least one member who has substantial experience in, or an understanding of, the industry within which the Company operates.

In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- At meetings of the Committee:
 - a) the Chair will chair and preside over all meetings of the Committee and, in the event the Chair is absent, the members will nominate a member in attendance to fulfill the role of Chair for that Meeting;
 - b) resolutions considered by the Committee will be determined via a simple majority of votes, with each member having one vote;
 - c) the Chair will not have a casting vote, with any motion subject to a tied vote lapsing; and
 - d) the Chair 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 (4) meetings per fiscal year. The Chair or any two (2) members 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 Chair 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 fulfil the Committee's objectives; and
- The Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee and to officers of the Company such responsibilities of the full Committee as may be permitted by applicable laws, rules or regulations and in accordance with the listing standards set forth by NASDAQ.

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 Chair of the director's resignation from the Committee;
- The Chair 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 as the Board; 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.

II. **Statement of Purpose and Responsibilities; Powers.** The Committee has direct responsibility and power to perform the following duties:

- Assist the Board in developing and evaluating potential candidates for executive positions (including the Company's Chief Executive Officer ("**CEO**")) and oversee the development of executive succession plans;
- Review the Company's overall compensation strategy, including base salary, incentive compensation and equity-based grants, to provide for appropriate rewards and incentives for the Company's management and employees, taking into account how such compensation may affect or induce undue or excessive risk taking by such personnel and the process by which any pool of directors' fees approved by shareholders, if required, is allocated to directors. In conducting these duties, the Committee has the right to obtain information, interview management of the Company and seek advice from external consultants or specialists where the Committee considers it necessary or appropriate;

- Review and approve corporate goals and objectives relevant to CEO and other executive officer compensation, evaluate the performance of the CEO and other executive officers in light of those goals and objectives and taking into consideration the most recent stockholder advisory vote on executive compensation as required by the rules and regulations of the U.S. Securities Exchange Commission (“**SEC**”), either as the Committee or together with the other independent directors (to the extent directed by the Board), determine and approve, or recommend to the Board for approval (in the case of the CEO), the compensation and superannuation arrangements for the CEO and other executive officers based on this evaluation with the deliberations and voting on the CEO’s compensation to be conducted without the CEO present. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company’s performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the CEO in past years, and other factors considered relevant by the Committee;
- Review, assess and make recommendations to the Board regarding the compensation of the independent directors;
- Consider and make recommendations to the Board regarding whether to seek shareholder approval for any executive officer compensation;
- Oversee the Company’s policies and practices regarding the deferral of performance-based remuneration and the reduction, cancellation or clawback of performance-based remuneration in the event of serious misconduct, a material misstatement in the Company’s financial statements, or as otherwise set forth in policies of the Committee or Board;
- Oversee and monitor the remuneration of non-executive directors, including the Company’s policies and practices regarding any minimum shareholding requirements;
- Administer the Company’s equity-based plans, deferred compensation plans and management incentive compensation plans, grant awards under such plans (with shareholder approval, as required) and make recommendations to the Board about amendments to such plans (or approve amendments to such plans, to the extent authority to approve such amendments is provided therein) and the adoption of any new equity-based incentive compensation plans;
- Review, consider and select, to the extent determined to be advisable, a peer group of appropriate companies for purposes of benchmarking and analysis of compensation for executive officers and directors;
- In its sole discretion, appoint, retain or obtain the advice of a compensation consultant, legal counsel or other adviser, which includes the sole authority and direct responsibility to approve fees for such compensation consultant or other advisers and other retention terms, to oversee the work of and to terminate such compensation consultant or other adviser, with the authority and responsibility to pay from funds of the Company reasonable compensation to such compensation consultant or other adviser retained by the Committee, with such funding to be provided by the Company, as appropriate, as determined by the Committee;

- In its sole discretion, Before selecting or obtaining the advice of a compensation consultant, legal counsel or other adviser (other than in-house legal counsel), consider all factors relevant to the independence of such consultant, counsel or adviser from management, including the factors set forth in the NASDAQ listing standards then in effect and any other applicable laws, rules or regulations;
- To review and discuss with management the compensation discussion and analysis (the “CD&A”) and related disclosures to be included in the Company’s proxy statement and/or annual report on Form 10-K by the rules and regulations of the SEC and, based on the review and discussion of the CD&A, recommend to the Board that the CD&A and related disclosures be included in such filings;
- Produce a compensation committee report on executive compensation for inclusion in the Company’s annual proxy statement or annual report on Form 10-K as required by the rules and regulations of the SEC;
- Monitor the Company’s compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits;
- Oversee the Company’s compliance with applicable rules and regulations promulgated by the SEC regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the NASDAQ rules, with limited exceptions, that shareholders approve equity compensation plans;
- Review the risks associated with the Company’s compensation policies and practices, including an annual review of the Company’s risk assessment of its compensation policies and practices for its employees;
- Review whether there is any gender or other inappropriate bias in remuneration for directors, executives or other employees;
- Ensure the attendance of Company officers, executives, directors, consultants or other third parties at meetings as it considers appropriate;
- Review and assess the adequacy of this Charter and submit any changes to the Board for approval on an annual basis;
- Report its actions and any recommendations to the Board on a periodic basis; and
- Annually perform, or participate in, an evaluation of the performance of the Committee, including the number of times the Committee met throughout the evaluation period and the individual attendances of the members at those meetings, the results of which shall be presented to the Board.

Adopted by the Board of Directors on November 20, 2025.