



## Compensation Committee Charter

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### I. Purpose

The purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Lulu's Fashion Lounge Holdings, Inc. (the "**Company**") is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company's executive officers and directors.

### II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of The Nasdaq Stock Market LLC (the "**Nasdaq**"), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

### III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee considers the applicable factors and conducts the independence assessment outlined in the Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter of the Committee (this "**Charter**"), the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### IV. Duties and Responsibilities

**1. CEO Evaluation and Compensation.** The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

**2. Other Executive Officer Evaluation and Compensation.** The Committee will oversee an evaluation of the other executive officers and will review and set or make recommendations to the Board regarding the compensation of such executive officers.

**3. Director Compensation.** The Committee will review and make recommendations to the Board regarding director compensation.

**4. Incentive and Equity Compensation.** The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements (the "**Plans**"). The Committee has full authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board), and to make grants of cash-based and equity-based awards under the Plans. To the extent permitted by applicable law and the applicable Plan, the Committee also may delegate to one or more executive officers of the Company the authority to grant, and make determinations and administer the Plan with respect to, equity-based awards under a Plan to employees and consultants of the Company who are not officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended, the "**Exchange Act**") or directors of the Company.

**5. Clawback Policy.** Review and approve policies and procedures with respect to the clawback or recoupment of compensation from the Company's current or former officers who have received compensation, including with respect to any policy adopted pursuant to Rule 10D-1 of the Exchange Act and the related listing rules and regulations.

**6. Employment Agreements and Severance Agreements.** The Committee will review and approve all employment agreements and severance arrangements for the executive officers of the Company.

**7. Succession Planning.** The Committee will be responsible for overseeing the Company's succession plan for the Chief Executive Officer and other executive officer roles.

**8. Compensation Discussion and Analysis.** To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("**CD&A**") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

**9. Human Capital Management.** To assist the Board in its oversight of human capital management, including recruiting, retention, attrition, talent management, career development and progression, succession, and employee relations.

**10. Compensation Committee Report.** To the extent that the Company is required to include an annual Compensation Committee Report in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will prepare the annual Compensation Committee Report.

**11. Reports to the Board of Directors.** The Committee must report regularly to the Board regarding the activities of the Committee.

**12. Committee Self-Evaluation.** The Committee must annually perform an evaluation of the performance of the Committee.

**13. Review of this Charter.** The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a "non-employee director," such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act, and the rules and regulations thereunder).

## VI. Investors' Rights Agreement

For so long as that certain Investors' Rights Agreement, dated as of April 12, 2018, among the Company, the Investors listed on Schedule A thereto, Lulu's Holdings, L.P. and LFL Acquisition Corp. is in effect, this Charter will be interpreted to be consistent with such agreement.

Last Updated: November 1, 2024

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