



Nominating and Corporate Governance Committee Charter

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Lulu’s Fashion Lounge Holdings, Inc. (the “**Company**”) is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders, to develop and recommend to the Board a set of Corporate Governance Guidelines and to oversee the evaluation of the Board and Board Committees, and to oversee the Company’s policies, programs and strategies related to environmental, social, and governance (ESG) matters.

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, subject to any available exception. 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 has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company’s bylaws.

IV. Duties and Responsibilities

1. **Director Nominees.** The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will evaluate candidates to serve as Board members, including candidates submitted by shareholders of the Company in accordance with the requirements set forth in the bylaws of the Company and the applicable provisions of the federal securities laws, and after such evaluation, the Committee will recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.

2. **Criteria for Selecting Directors.** The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company’s corporate governance

guidelines (the “**Corporate Governance Guidelines**”). The Committee will develop and maintain a Board Skills Matrix that identifies the experience and skills required for the Board and the experience and skills possessed by current Board members. Periodically, the Committee will evaluate the Board Skills Matrix and develop potential areas for growth and improvement. The Committee shall also consider the diverse representation of its Board in accordance with Nasdaq rules.

3. **Board Committee Structure and Membership.** The Committee will annually review the Board’s committee structure and recommend to the Board for its approval directors to serve as members of each committee.

4. **Board Leadership Structure.** The Committee shall periodically review the Board leadership structure and recommend to the Board for its approval changes to its leadership structure.

5. **Corporate Governance Guidelines.** The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

6. **Board and Board Committee Evaluations.** The Committee will oversee the annual self-evaluations of the Board and its committees.

7. **Other Corporate Governance Matters.** The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company’s certificate of incorporation, bylaws, the Code of Business Conduct and Ethics and the charters of the Company’s other committees.

8. **Environmental, Social, and Governance (ESG) Matters.** The Committee shall periodically review, and provide oversight with respect to, the Company’s strategy, initiatives and policies related to ESG matters, risks, and opportunities.

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

10. **Committee Self-Evaluation.** The Committee must at least annually perform an evaluation of the performance of the Committee.

11. **Review of this Charter.** The Committee must periodically 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 a subcommittee of the Committee.

VI. Investors’ Rights Agreement

For so long as the Investors’ Rights Agreement is in effect, this Charter will be interpreted to be consistent with such agreement.

Last Updated: November 11, 2022

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