



THE LOVESAC COMPANY
NOMINATING AND GOVERNANCE COMMITTEE CHARTER
(As amended September 1, 2021)

This Nominating and Governance Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of The Lovesac Company (the “Company”) on September 1, 2021.

I. Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board is to assist the Board in discharging the Board’s responsibilities regarding: (i) the identification and/or appointment of qualified candidates to become members of the Board and committees of the Board; (ii) overseeing the development of succession plans for the Chief Executive Officer and other executive officers of the Company; (iii) the development and recommendation to the Board of a set of corporate governance policies and principles applicable to the Company (the “Corporate Governance Policies”); and (iv) undertaking those specific duties and responsibilities set forth below or such other duties as prescribed by the Board.

II. Membership

The Committee shall be comprised of two or more directors, as determined by the Board. Each member of the Committee shall (a) satisfy the independence and other requirements of the Nasdaq Global Market and any other applicable regulatory requirements (the “Exchange”), and (b) have experience, in the business judgment of the Board, which would assist the Committee in addressing the matters delegated to it.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board, upon the recommendation of the Committee. Committee members may be removed from the Committee, with or without cause, by the Board. The Board, upon the recommendation of the Committee, shall designate a Committee chairperson (the “Chair”).

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agenda for each Committee meeting. The Committee shall have 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 or applicable law.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable. The Committee may, at its discretion, include in its meetings members of the Company’s management, non-management directors who are not members of the Committee, or any other person whose presence the

Committee believes to be desirable and appropriate. Any such persons shall not participate in discussions or deliberations unless requested to do so by the Committee and in any event shall not be entitled to vote.

The Committee may retain or replace any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Committee, in its discretion, may also use the services of the Company's regular outside legal counsel, special counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall have sole authority to retain and terminate the services of 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 Chair shall regularly report to the Board regarding the activities of the Committee and as otherwise requested by the Board. The Committee will maintain written minutes of its meetings.

IV. Duties and Responsibilities

1. The Committee shall identify, review and recommend to the Board director candidates to be nominated by the Board for election at the Company's Annual Meeting of Stockholders and director candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

2. The Committee shall establish qualifications and criteria for recommending candidates for election to the Board, as well as qualifications and criteria for members of the committees of the Board.

3. The Committee shall develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees.

4. The Committee shall recommend to the Board, consistent with the requirements of law or the Exchange, criteria to be applied in assessing the independence of a director.

5. The Committee shall, in its sole discretion, evaluate and recommend the removal of any director in accordance with applicable policies and governing documents.

6. The Committee shall establish policies and procedures with regard to the consideration of candidates recommended by Company stockholders for election to the Board.

7. The Committee shall recommend to the Board the size, structure, composition and activities of the Board and Board committees.

8. The Committee shall review periodically with the Chairman of the Board and the Chief Executive Officer, the succession plans relating to positions held by executive officers and make recommendations to the Board with respect to the selection of individuals to occupy those positions.

9. The Committee shall, at least annually, evaluate the performance of the Chief Executive Officer in the area of corporate governance and report its findings to the Compensation Committee of the Board.

10. The Committee shall make recommendations to the Board regarding governance Matters, as appropriate, including, but not limited to, the Company's Code of Business Conduct and Ethics, certificate of incorporation or bylaws, this Charter and the charters of the Company's other committees.

11. The Committee shall establish, for recommendation to the Board, and review on a periodic basis, a policy concerning Board member attendance at annual meetings of stockholders.

12. The Committee shall develop and recommend to the Board, and shall review on a periodic basis, the Corporate Governance Policies and recommend changes to the Corporate Governance Policies as appropriate.

13. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee.

14. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

15. In addition to the foregoing, the Committee shall perform such other functions and have such powers as may be necessary or appropriate to the efficient discharge of the foregoing.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee to the extent consistent with the Company's certificate of incorporation or bylaws, the Company's Corporate Governance Policies and applicable law and rules of the Exchange.