

**PURPLE INNOVATION, INC.**  
**NOMINATION & GOVERNANCE COMMITTEE CHARTER**

**1. STATUS**

The Nomination & Governance Committee (the "*Committee*") is a committee of the Board of Directors (the "*Board*") of Purple Innovation, Inc. (the "*Company*").

**2. PURPOSE**

The Committee is appointed by the Board for the primary purposes of carrying out the responsibilities delegated by the Board relating to the Company's director nominations process and procedures, developing and maintaining the Company's corporate governance policies, and any related matters required by the federal securities laws.

**3. COMPOSITION AND QUALIFICATIONS**

The Committee shall be appointed by the Board and shall be comprised of three or more directors (unless the rules of the Nasdaq Stock Market permit a lesser number of directors, in which case the Committee shall consist of a minimum of such lesser number of directors), as determined from time to time by the Board, each of whom shall meet the independence requirements of the rules of the Nasdaq Stock Market LLC ( "*Nasdaq*") and all other applicable laws and regulations.

Additional or new members of the Committee shall be appointed by the Board based on recommendations from the Committee. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

**4. AUTHORITY AND RESPONSIBILITIES**

The Committee shall have the following authority and responsibilities:

- a. Determine the qualifications, qualities, skills, and other expertise required to be a director and develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director.
- b. Identify and screen individuals qualified to become members of the Board, consistent with the criteria approved by the Board. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's Corporate Governance Guidelines or as described in the Company's proxy statement.
- c. Make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.
- d. Review the size of the Board and make any recommendations to the Board for changing the number of directors serving on the Board.
- e. Develop, recommend to the Board for approval, and oversee a policy on Board diversity, equity and inclusion.
- f. Review the Company's Corporate Governance Guidelines and other documents, all committees' committee charters, policies, codes of conduct, and procedures in the Company's corporate governance framework at least once a year and recommend any changes to the Board for its approval.
- g. Oversee the Company's corporate governance practices and procedures, including identifying best practices, and advise the Board regarding major corporate governance issues.
- h. Oversee the process for an annual evaluation of the Board and its committees, administer, with the assistance of the Chairperson as defined in the Corporate Governance Guidelines, this annual evaluation, make reports and recommendations to the Chairperson and the Board, and review and assess the adequacy of the self-evaluation process for committees and directors and make any recommendations for changes to the Board.

i. Review the Board's committee structure and composition and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and the committee chair annually, including for this Committee, for the Board's approval.

j. If a vacancy on the Board and/or any Board committee occurs, identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

k. Oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.

l. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or Annual Report on Form 10-K, as applicable.

m. Oversee the Company's evaluation and responsiveness to environmental, social and governance risks that could have a material impact on the Company's sustained viability (except as delegated to the Audit Committee with respect to the impact on financial disclosures and to the Human Capital & Compensation Committee with respect to the impact on the Company's compensation, workforce and continuing access to diverse human capital), including Board diversity and skills, director education, risk/opportunity oversight, critical incident management and business model resiliency.

n. Develop and recommend to the Board for approval a Chief Executive Officer ("CEO") succession plan and related career development plans (collectively the "*CEO Succession Plan*") in accordance with the Corporate Governance Guidelines, annually review the CEO Succession Plan, develop and evaluate potential candidates for the CEO position and recommend to the Board any changes to and any candidates for succession under the CEO Succession Plan.

o. Oversee the process for evaluating compliance with the Board's policies on stock ownership by independent directors and management receiving equity compensation or awards.

p. Review any director resignation letter tendered in accordance with the Corporate Governance Guidelines and evaluate and recommend to the Board whether such resignation should be accepted.

q. Review and approve the requests of directors and executive officers seeking to accept invitations to serve on boards of directors of other public companies and committees thereof.

r. Discharge any other duties, responsibilities or activities delegated to the Committee by the Board from time to time.

The list of activities set forth above is not an exhaustive list of all of the permitted activities of the Committee, and the Committee may take such other actions as its members from time to time deem necessary or appropriate to carry out the purposes of this Charter.

## **5. OUTSIDE ADVISORS**

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice of a director search firm, outside legal counsel, an executive search firm and such other advisors as necessary to advise on and assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm, outside legal counsel, executive search firm and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its director search firm, outside legal counsel, executive search firm and any other advisors.

The director search firm, outside legal counsel, executive search firm and any other advisors retained by the Committee shall be independent in accordance with applicable Nasdaq listing standards.

## **6. STRUCTURE AND OPERATIONS**

The Board shall consider the recommendation of the Nomination & Governance Committee and designate a member of the Committee to be the chair.

The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee shall meet at least four times per year at such times and places as it deems necessary to fulfill its responsibilities. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the action of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee may delegate any of its responsibilities, along with the authority to take actions in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion, provided the decision is reported to the full Committee at its next scheduled meeting. Unless otherwise stated herein or established by the Committee, the Committee shall be governed by the same procedural rules, including rules regarding meetings, actions without meetings, notices, and waivers of notice, as are applicable to the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other officers shall not be present at meetings during the discussion of topics to which there is a conflict of interest.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation (i) to any director search firm, outside legal counsel, executive search firm or other advisors retained by the Committee and (ii) for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee chair shall be responsible for establishing a schedule of Committee meetings and the agenda for each meeting. The agenda together with the materials relating to the matters to be discussed at each meeting, shall be sent to members prior to each meeting. Minutes for all scheduled meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities, drafts of such minutes shall be circulated to Committee members and approved at a subsequent meeting and approved minutes shall be circulated to the whole Board.

## **7. PERFORMANCE EVALUATION**

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board, along with all other performance evaluations of the Board, other committees, and directors. The Committee shall conduct this evaluation in such manner as it deems appropriate, in accordance with the recommendations it provides to other committees.