

MARQETA, INC.

NOMINATION AND GOVERNANCE COMMITTEE CHARTER

(Effective upon the effectiveness of the registration statement relating to the Company's initial public offering)

The Nomination and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Marqeta, Inc. (the "Company") shall be appointed by the Board to perform the duties and responsibilities set forth in this charter.

I. General Statement of Purpose

The purposes of the Committee shall be to assist the Board in discharging its responsibilities relating, but not limited to:

1. identifying, evaluating and recommending individuals qualified to become new Board members, consistent with criteria approved by the Board;
2. recommending to the Board for approval the criteria for consideration and selection of directors to the Board;
3. reviewing the qualifications of incumbent directors to determine whether to recommend them for reelection at the next annual meeting of stockholders;
4. recommending director nominees for the next annual meeting of stockholders;
5. identifying, evaluating and recommending Board members qualified to serve on Board committees and recommending that the Board appoint the identified member or members to the applicable committee;
6. reviewing and recommending to the Board corporate governance guidelines applicable to the Corporation;
7. overseeing the evaluation of the Board; and
8. addressing such other matters that are specifically delegated to the Committee by the Board from time to time.

Management shall support the Committee in fulfilling each of these responsibilities and make available to the Committee those resources the Committee deems reasonably necessary.

II. Composition

1. Membership. The Committee shall consist of two or more independent directors, as determined from time to time by the Board on the recommendation of the Committee. Committee members shall serve for such terms as the Board shall determine, or until their earlier resignation, death or removal.
2. Qualifications. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the Nasdaq Stock Market ("Nasdaq") and any additional requirements that the Board deems appropriate. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

3. Chairperson. The chairperson of the Committee shall be designated by the Board, provided that if the Board does not designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

4. Appointment. The Board may at any time, and in its discretion, appoint or remove any member of the Committee with or without cause. No member of the Committee shall be removed except by a majority vote of the Board.

III. Responsibilities

1. Board Candidates and Nominees. The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

(a) Identify, recruit and, when appropriate, interview candidates to fill positions on the Board, including persons suggested by the Company's management, by stockholders or others.

(b) Review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board, in each case taking into account the criteria for selection of directors established by the Board from time to time and any applicable law, regulation or rule.

(c) Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and recommend whether the director should be re-nominated. Recommend to the Board for approval the criteria for consideration and selection of directors to the Board.

(d) Recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Corporation, which selections or recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.

(e) Recommend to the Board the class on which such nominees should serve.

2. Board Composition and Structure. The Committee shall have the following duties and responsibilities with respect to the composition and structure of the Board as a whole:

(a) Review annually with the Board the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity desired for the Board as a whole.

(b) Review periodically the size of the Board and recommend to the Board any appropriate changes.

(c) Make recommendations on the frequency and structure of Board meetings.

(d) Make recommendations concerning any other aspect of the structure of the Board that the Committee considers warranted, including but not limited to the waiver by the Board of any Corporation rule or corporate governance guideline.

3. Board Committees. The Committee shall have the following duties and responsibilities with respect to the committee structure of the Board:

(a) After taking into account the experiences and expertise of individual directors, make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.

(b) Monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees.

(c) Review annually committee assignments and report any recommendations to the Board.

(d) Recommend that the Board establish such special committees as may be desirable or necessary from time to time to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

4. Corporate Governance. The Committee shall have the following duties and responsibilities with respect to corporate governance:

(a) With the support of any resources it deems reasonably necessary to fulfill its duties (e.g. legal or governance counsel) develop and review periodically, and at least annually, the corporate governance guidelines adopted by the Board to ensure that they are appropriate for the Corporation and comply with the requirements of Nasdaq and recommend any desirable changes to the Board.

(b) Consider any other corporate governance issues that arise and provide recommendations for the Board.

(c) Oversee new director orientation and continuing education for existing directors on a periodic basis.

(d) Review the Company's philanthropic activities and general commitment to environmental, social and governance factors.

5. Succession Planning. Management will establish a succession plan for the position of CEO and such other senior management positions as the Committee shall determine, and the Committee shall review and agree upon such plan and any modifications. The Nominating Committee shall then be responsible for recommending to the Board for approval that succession plan.

6. Subcommittees; Delegation of Authority. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. Actions taken by any subcommittee shall be presented to the full Committee at the next Committee meeting.

7. Evaluation of the Board and Committee. The Committee shall conduct an annual performance evaluation of the Board. The performance evaluation shall be conducted in such manner as the Committee deems appropriate. The Committee shall report to the Board on this evaluation.

The Committee shall conduct an annual performance evaluation of the Committee, which evaluation shall, among other things, compare the performance of the Committee with the requirements of its charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate. The Committee shall report to the Board on this evaluation.

8. Advisors. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Corporation.

IV. General

1. The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

2. Each member of the Committee shall have one vote. Action may be taken by the Committee upon the affirmative vote of a majority of the members present. Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval in writing or by electronic transmission.

3. Any member may call a meeting of the Committee upon due notice to each other member at least 24 hours prior to the meeting. A majority of the members of the Committee present in person or by video and/or audio conference or other communications equipment shall constitute a quorum.

4. The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Corporation's minute book.

5. While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.