

MARQETA, INC.

NOMINATION AND GOVERNANCE COMMITTEE CHARTER

The Nomination and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Marqeta, Inc. (the “**Company**”) will 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 are to assist the Board in discharging its responsibilities relating, but not limited to:

1. Recommending to the Board for approval the criteria for consideration and selection of directors to the Board;
2. Identifying, evaluating and recommending individuals qualified to become new Board members, consistent with criteria approved by 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 for approval corporate governance guidelines applicable to the Company; and
7. Overseeing the evaluation of the Board and Board committees.

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

II. Composition

The Board will appoint the members of the Committee and may replace or remove any member with or without cause. The Committee will have at least two members, all of whom will meet independence and experience requirements in accordance with applicable laws, Securities and Exchange Commission (“**SEC**”) and applicable stock exchange rules. Resignation or removal of a director from the Board, for whatever reason, will automatically constitute resignation or removal, as applicable, from the Committee.

The Board may designate one member of the Committee to be Chair (the “**Chair**”). The Chair (or, in the Chair’s absence, a member designated by the Chair or the Committee) will preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly

to the Board regarding the Committee's activities. In the absence of the Board's designation, the Committee may designate a Chair by majority vote of the Committee members, provided that the Board may replace any Chair designated by the Committee at any time.

III. Responsibilities

1. Board Candidates and Nominees

The Committee will 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.
- 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.
- d. Recommend to the Board for approval the criteria for consideration and selection of directors to the Board. Among the qualifications considered in the selection of candidates, the Committee will 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.
- e. 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 Company's bylaws, which selections or recommendations will be consistent with the criteria for selecting directors established by the Board from time to time.
- f. Recommend to the Board the class on which such nominees should serve.

2. Board Composition and Structure

The Committee will 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 Company rule or corporate governance guideline.

3. Committees of the Board

The Committee will have the following duties and responsibilities with respect to the committee structure of the Board:

- a. After considering 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 will 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 will 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), review periodically, and at least annually, the corporate governance guidelines to ensure that they are appropriate for the Company and comply with the requirements of the applicable stock exchange 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 assist the Board with oversight of the Company's practices, programs, and disclosures concerning environmental, social, and governance factors.

5. Management Succession

Management will establish a succession plan for the position of Chief Executive Officer and such other senior management positions as the Committee will determine, and the Committee will review and agree upon such plan and any modifications. The Committee will then be responsible for recommending to the Board for approval that succession plan.

6. Review of Charter

The Committee will review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Company will make a copy of this Charter publicly available on its website.

7. Annual Performance Evaluation of the Board and Committees of the Board

At least annually, the Committee will recommend to the Board a process for the Board and each committee's self-evaluation. The Committee will oversee the evaluation of the Board and committees, and recommend to the Board any changes as appropriate. The Committee will also evaluate its own performance on an annual basis and report the results of such evaluation to the Board.

8. Disclosure

The Committee will 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.

IV. Additional Authority

1. Engagement of 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 Company's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee will 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 Company.

V. General

1. The Committee will meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually. The Committee may meet in person or by telephone or video conference. A majority of the members of the Committee will constitute a

quorum for purposes of holding a meeting and the Committee may act by vote of a majority of members present at a meeting. In lieu of a meeting, the Committee may act by unanimous written consent in accordance with the Company's certificate of incorporation.

2. The Committee may invite to its meetings other Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. All Board members may attend meetings excluding executive sessions or during other portions of the meeting where attendance would be a conflict of interest.
3. Minutes are kept of each meeting of the Committee, and the Committee must regularly update the Board regarding its actions.
4. The Committee may delegate its authority when it deems it appropriate and in the best interests of the Company and when such delegation would not violate applicable law, regulation or the securities exchange on which the Company's securities are listed or SEC requirements.
5. The Committee may perform such other functions as the Board may request.
6. In performing its oversight function, the Committee will be entitled to rely on advice and information it receives from management, as well as other experts, advisers and professionals with whom it may consult.
7. The Committee is authorized to request that any officer or employee of the Company, the Company's outside legal counsel, or any other professional retained by the Company to meet with the Committee or its members or advisers either with or without management present during such discussions.
8. The Committee is authorized to incur ordinary administrative expenses in performing its duties.
9. A member of the Committee may not, other than as a member of the Committee, the Board or any other committee established by the Board, receive directly or indirectly any consulting, advisory or other compensatory fee from the Company.
10. 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.

ADOPTED: August 1, 2024
EFFECTIVE: August 1, 2024