

**CHIME FINANCIAL, INC.  
NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE CHARTER**

(Adopted on February 26, 2025; effective upon effectiveness of the registration statement related to the Company's initial public offering)

**Purposes**

The primary purposes of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Chime Financial, Inc. (the "Company") are to:

- assist the Board in identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of stockholders and the individuals to fill vacancies occurring between annual meetings of stockholders;
- lead the Board in its annual evaluation of the Board and its committees and management;
- develop and recommend to the Board matters of corporate governance, including the Corporate Governance Guidelines applicable to the Company; and
- assist the Board in overseeing any Company program related to corporate responsibility and sustainability.

This charter (this "Charter") sets forth the authority and responsibilities of the Committee in fulfilling its purpose.

**Membership**

The Committee will consist of no fewer than two members, with the exact number determined by the Board.

The members of the Committee will be appointed annually by the Board and will serve at the Board's discretion. Committee members may be replaced or removed from the Committee by the Board at any time, with or without cause, and any vacancies will be filled through appointment by the Board. Resignation or removal of a director from the Board will automatically constitute resignation or removal, as applicable, of such director from the Committee.

The Board will appoint one member of the Committee as its Chairperson (the "Committee Chair").

All members of the Committee will meet the independence requirements of the listing standards of the securities exchange on which the Company's securities are listed and any other applicable laws, rules or regulations (including the rules and regulations of the U.S. Securities and Exchange Commission) or other qualifications as are established by the Board from time to time.

Notwithstanding the foregoing, the Company may avail itself of any phase-in rules and interpretations applicable to newly listed companies in connection with an initial public offering.

## **Meetings and Actions Without a Meeting**

The Committee will meet as often as it determines necessary to carry out its responsibilities, which meetings may be held in person, by telephone conference or videoconference. The Committee Chair will preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting will designate one of its members as the acting chair of such meeting. A majority of the members of the Committee shall constitute a quorum for purposes for holding a meeting. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Amended and Restated Bylaws, as in effect from time to time (the "Bylaws").

## **Authority and Responsibilities**

The principal responsibilities of the Committee are set forth below. The Committee may perform such other functions as are consistent with its purpose and applicable laws, rules and regulations and as the Board may request or as the Committee deems necessary or appropriate consistent with its purpose.

The Committee will:

### ***Board Composition, Independence and Nominating Activities***

1. Engage in succession planning for the Board.
2. Periodically review and recommend to the Board the skills, experience, characteristics and other criteria for identifying and evaluating directors.
3. Periodically consider and assess the desirability of developing policies regarding director nomination processes and, if the Committee determines it appropriate to have such policies, to develop and recommend to the Board such policies.
4. Periodically consider and make recommendations to the Board regarding the size, structure and composition of the Board and its committees.
5. Identify, evaluate and actively recruit individuals qualified to become directors for recommendation to the Board, consistent with criteria approved by the Board.
6. Retain and terminate any search firm to be used in identifying director candidates and to approve any such search firm's fees and other retention terms.
7. Consider director nominations properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's Certificate of Incorporation and Bylaws.
8. Evaluate, or assist the board in evaluating, the independence of directors and director nominees against the independence requirements of the securities exchange on which the Company's securities are listed and any other applicable laws or regulations.
9. Oversee customary vetting procedures and background checks with respect to individuals being considered for potential Board membership.
10. Recommend for the Board's selection all nominees to become members of the Board.

### ***Assessment and Charter Evaluation***

11. Oversee the annual evaluation of the Board, its committees and individual directors.
12. Consider and make recommendations to the Board on matters pertaining to the effectiveness of the Board.
13. Monitor and evaluate the orientation, training and continuing education needs of directors and make recommendations to the Board where appropriate.
14. Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

### ***Corporate Governance***

15. Develop and recommend to the Board a set of corporate governance guidelines to be applicable to the Company (the “Corporate Governance Guidelines”).
16. Annually, or more frequently as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines of the Company and the Company’s public reporting with respect to its corporate governance practices, and recommend any proposed changes to such guidelines or practices to the Board for approval.
17. Periodically review developments in corporate governance practices.
18. Periodically review and recommend to the Board proposed changes to the Company’s Certificate of Incorporation and Bylaws.
19. Review stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company’s response to such proposals.
20. Annually, or more frequently as it deems appropriate, review the succession planning for the Company’s senior executive officers, including but not limited to the Chief Executive Officer, in coordination with the Compensation Committee.

### ***Corporate Responsibility***

21. Oversee the Company’s programs, policies, practices and disclosures with respect to corporate responsibility and sustainability, including environmental, social and corporate governance matters.
22. Review and assess with management the Company’s performance, risks, controls and procedures relating to corporate responsibility and sustainability matters (including environmental, social and corporate governance matters) relevant to the Company’s business.
23. Oversee the Company’s engagement efforts with stockholders and other key stakeholders.

### **Advisors**

The Committee may, in its sole discretion, retain or obtain the advice of outside legal, accounting or other advisors. The Committee will have sole authority to approve the advisor’s fees (the expense of which will be borne by the Company) and other terms and conditions of the advisor’s retention.

To the extent required by the rules of the securities exchange on which the Company's securities are listed, the Committee will conduct an independence assessment, taking into consideration the factors set forth in such rules and any other factors the Committee deems relevant to the advisor's independence from management, prior to selecting or receiving advice from an advisor.

### **Meetings and Reports**

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will file such minutes and copies of written consents with the minutes of the meetings of the Board.

The Committee will report periodically to the Board, generally at the next regularly scheduled Board meeting following a Committee meeting, on actions taken and significant matters reviewed by the Committee.

### **Delegation of Authority**

The Committee may from time to time as it deems appropriate, and to the extent permitted by applicable laws, rules and regulations, form and delegate authority to subcommittees consisting of one or more members when appropriate.