

**VIVID SEATS INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**  
(As of November 5, 2024)

**I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Vivid Seats Inc. (the “**Company**”) includes (i) identifying individuals qualified to be members of the Board consistent with criteria approved by the Board, (ii) recommending to the Board the nominees for election to the Board at each annual meeting of the Company’s stockholders and as necessary to fill vacancies and newly created directorships, (iii) periodically reassessing the adequacy of the Company’s Corporate Governance Guidelines (the “**Corporate Governance Guidelines**”) and (iv) overseeing the periodic self-evaluations of the Board and its committees.

**II. Composition**

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (the “**Nasdaq**”), subject to any available exception.

Committee members are appointed to and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

**III. Meetings, Procedures & Authority**

The Committee will meet as often as it deems necessary or advisable in order to perform its duties and responsibilities.

The Committee has the authority to establish its own rules and procedures for the notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee. The Committee will maintain written minutes of its meetings, which will be filed with the minutes of the Board.

The Committee may, in its sole discretion, retain, obtain advice from and terminate any director candidate search firm or other adviser that the Committee believes to be necessary or appropriate for identifying director candidates. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s bylaws and applicable Nasdaq rules.

**IV. Duties & Responsibilities**

1. *Director Nominees.* The Committee will identify individuals qualified to be members of the Board, taking into account all factors it considers appropriate. The Committee will also recommend to the Board the nominees for election to the Board at each annual meeting of the Company’s stockholders and as necessary to fill vacancies and newly created directorships.

2. *Criteria for Selecting Directors.* The qualification standards and selection criteria to be used by the Committee in identifying and recommending nominees for election to the Board, and by the Board in nominating directors, are as set forth in the Corporate Governance Guidelines.
3. *Board and Committee Structure & Membership.* The Committee will annually review the size, structure and function of the Board and its committees, as well as the membership of the Board's committees, and submit any recommended changes to the Board for its consideration and approval.
4. *Board Leadership Structure.* The Committee will periodically review the Board's leadership structure and submit any recommended changes to the Board for its consideration and approval.
5. *Corporate Governance Guidelines.* The Committee will periodically review and reassess the adequacy of the Corporate Governance Guidelines and submit any recommended changes to the Board for consideration and approval.
6. *Board Self-Evaluations.* The Committee will oversee the periodic self-evaluations of the Board and its committees.
7. *Independence & Conflicts of Interest.* The Committee will consider questions of independence and conflicts of interest of directors and executive officers, including as they relate to directorships at other public companies.
8. *Stockholder Proposals.* The Committee will review any stockholder proposals submitted for inclusion in the Company's proxy statement and recommend to the Board any statements by the Company in response thereto. The Committee will also review the qualifications of and consider stockholder nominees for election to the Board at any meeting of the Company's stockholders.
9. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding corporate governance matters, including, but not limited to, the Company's amended and restated certificate of incorporation, the Company's amended and restated bylaws and the charters of each of the Board's committees.
10. *Directors' & Officers' Liability Insurance.* The Committee will periodically review and discuss with management the suitability and sufficiency of the Company's directors' and officers' liability insurance program.
11. *Reports to the Board of Directors.* The Committee will report regularly to the Board regarding the activities of the Committee.
12. *Committee Self-Evaluation.* The Committee will periodically perform an evaluation of the performance of the Committee.
13. *Review of this Charter.* The Committee will annually review and reassess this Charter and submit any recommended changes to the Board for its consideration and approval.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

## **VI. Stockholders' Agreement**

For so long as the Stockholders Agreement, dated October 18, 2021 (as may be amended from time to time), among the Company, Hoya Topco, LLC and Horizon Sponsor, LLC is in effect, this Charter will be interpreted to be consistent with such agreement.

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