



WAYFAIR INC.

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Wayfair Inc. (the “**Company**”) is to (i) identify, evaluate and recommend potential candidates for nomination to and membership on the Board and its committees and (ii) develop, recommend and assist the Board with corporate governance matters and Board performance matters, including creating a set of Corporate Governance Guidelines for the Company and making recommendations regarding the size, structure and composition of the Board and its committees.

### II. Composition

**Size:** The Committee must consist of at least two (2) directors.

**Independence:** Each Committee member must satisfy the independence requirements of the New York Stock Exchange (the “**NYSE**”), except as otherwise permitted by applicable NYSE rules.

**Appointment; Term; Removal:** All Committee members will be appointed by, and will serve at the discretion of, the Board. The Board may remove any Committee member at any time with or without cause.

**Chair:** Unless a Chair is designated by the Board, the Committee may designate a Chair by their majority vote.

### III. Structure and Authority

**Meetings:** The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s by-laws that are applicable to the Committee. The Committee shall meet periodically as necessary to act upon any matter within its jurisdiction. The Committee will maintain written minutes of its meetings and copies of its actions by written consent, which will be filed with the minutes of the meetings of the Board.

**Search Firms; Advisors:** The Committee has sole authority to retain and terminate any search firm used to identify director candidates, internal or independent counsel, or any other expert consultants or advisors to assist with the execution of the Committee’s duties and responsibilities as set forth herein. The Committee has sole authority to



approve any such third party's related fees and retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such third party retained by the Committee.

**Authority:** 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 by-laws and applicable NYSE rules.

#### **IV. Duties and Responsibilities**

The Committee shall be responsible for the following matters and any other matter as delegated by the Board from time to time.

1. *Criteria for Selecting Directors.* The Committee will determine the qualifications, qualities, skills and other expertise necessary to be an effective director to be used by the Committee in recommending directors and by the Board in nominating directors, and shall include such criteria as are set forth in the Company's Corporate Governance Guidelines.

2. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders or any special meeting of shareholders at which directors are to be elected.

3. *Stockholder Nominations and Proposals.* The Committee will review all stockholder nominations and proposals submitted to the Company under the Securities Exchange Act of 1934, as amended, or otherwise, and any proposal relating to the procedures for making nominations or electing directors, determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend action to the Board on each such nomination or proposal.

4. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

5. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

6. *Board Evaluation.* The Committee will oversee the evaluation of the Board and its Committee on an annual basis, in coordination with the Lead Independent Director of the Board.



7. *Environmental, Social and Governance Matters.* The Committee will periodically review the Company's Environmental, Social and Governance ("**ESG**") strategy, initiatives and policies and receive updates from the Company's management responsible for significant ESG activities.

8. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding other governance matters, including, but not limited to, the Company's certificate of incorporation, by-laws, and the charters of the Company's other committees.

9. *Reports to the Board of Directors.* The Committee shall report regularly to the Board regarding the activities of the Committee, including the receipt of any reports made to it pursuant to the Code of Business Conduct and Ethics.

10. *Committee Self-Evaluation.* The Committee shall at least annually perform an evaluation of the performance of the Committee.

11. *Review of this Charter.* The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority, except to the extent prohibited under NYSE rules, to delegate any or all of its responsibilities to a subcommittee of the Committee consisting of one or more members as the Committee may deem appropriate in its sole discretion.

## **VI. Compensation**

Members of the Committee shall receive such fees or other compensation, if any, for their service as Committee members as may be determined by the Board in its sole discretion.

