

## ARHAUS, INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### A. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Arhaus, Inc. (the “*Company*”) is to:

- (a) identify individuals qualified to become Board members, consistent with criteria approved by the Board;
- (b) recommend for the Board’s approval the slate of nominees for election to the Board or nominees for election to fill interim vacancies on the Board;
- (c) recommend to the Board the directors who will serve on each standing committee of the Board;
- (d) develop, update as necessary and recommend to the Board corporate governance guidelines (the “*Corporate Governance Guidelines*”) and oversee related corporate governance matters; and
- (e) lead the review of the performance of the Board and each of its standing committees.

#### B. Composition

##### 1. **Membership and Appointment**

The Committee shall have at least two (2) members, with the exact number determined by the Board. The members and the Chair of the Committee shall be appointed by the Board annually based on the recommendation of the Committee. Each member shall serve until his or her resignation, retirement, or removal by the Board or until his or her successor is appointed.

##### 2. **Qualifications**

Each member of the Committee shall be an “independent director” as defined under the rules of the Nasdaq Stock Market, as amended from time to time (the “*Nasdaq Rules*”), except as otherwise permitted under the Nasdaq Rules.

#### C. Responsibilities and Duties

The principal responsibilities and duties of the Committee are set forth below. These duties are provided as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given the Company’s needs and circumstances. The Board or Committee may supplement them as appropriate and may deviate from them to the extent permitted under the Nasdaq Rules and applicable law and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

##### 1. **Board Composition, Nominations, Structure and Evaluation**

The Committee shall:

- (a) Periodically review the composition and size of the Board and make recommendations to the Board.
- (b) Recommend to the Board the criteria for Board membership, including qualifications, qualities, including differences of age, skill, gender, ethnicity and other individual characteristics, areas of expertise and other relevant factors.
- (c) Identify and evaluate director candidates based on criteria established by the Board and recommend to the Board the director nominees for election at the next annual meeting of stockholders or to fill vacancies on the Board in line with the Company's policies and procedures for director candidates.
- (d) Consider, as needed, the standards for determining the independence of directors in order to provide effective oversight and committee service and make recommendations to the Board.
- (e) Review and make recommendations to the Board regarding the independence of directors and director nominees in accordance with the standards established by the Board.
- (f) Review and recommend to the Board procedures for the submission of nominees for election to the Board, including recommendations by stockholders of the Company.
- (g) Review and evaluate any stockholder-recommended candidates and nominees for director submitted in accordance with the Company's Amended and Restated Bylaws, as they may be amended from time to time (the "*Bylaws*"), and other policies and procedures for director candidates.
- (h) Review and make recommendations to the Board on the appropriateness of continued director service by any director who submits a letter of resignation to the Board in accordance with the Corporate Governance Guidelines and approve any proposed service by a director on another for-profit entity's board.
- (i) Review and make recommendations to the Board regarding the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any changes to the Board.
- (j) Oversee the annual evaluation of the performance of the Board and its individual directors.

## **2. Board Committees**

The Committee shall:

- (a) Annually review the composition of each Board committee and recommend members and chairpersons to the Board.
- (b) Periodically review the structure and operations of each Board committee, including the authority to delegate to subcommittees, and the reporting by committees to the Board.

- (c) Oversee the annual evaluation of the performance of each Board committee.

### **3. Corporate Governance**

The Committee shall:

- (a) Develop and periodically review the adequacy of the Corporate Governance Guidelines and recommend changes to the Board, as appropriate.
- (b) Review proposed changes to the Company's Amended and Restated Certificate of Incorporation and Bylaws and make recommendations to the Board.
- (c) Review on a regular basis the overall corporate governance of the Company and risks relating thereto, including the Company's compliance with the Nasdaq Rules and other applicable legal or regulatory requirements pertaining to corporate governance, and advise the Board and recommend changes for approval when necessary.
- (d) Review and discuss with management any stockholder proposals and recommend to the Board the Company's response.
- (e) Review the disclosure included in the Company's proxy statement regarding the operations of the Committee, director independence, the Company's director nomination process, and other corporate governance matters.
- (f) Periodically review director orientation and continuing education offerings and make recommendations, as needed.
- (g) Review and assess the adequacy of this charter at least annually and submit any recommended changes to the Board for approval.
- (h) Review and evaluate the performance of the Committee on an annual basis.

### **D. Meetings and Procedures**

#### **1. Meetings**

The Committee will meet at least twice each year at such times and places as the Committee determines. The Committee shall maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board.

#### **2. Authority to Retain Advisors; Administrative Expenses**

The Committee shall have the authority, in its sole discretion, to engage independent counsel, search firms, and other advisors as it determines necessary to carry out its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of such advisors, and the Company must provide for appropriate funding, as determined by the Committee, for payment of fees to any such advisor.

The Company will also provide for the payment of any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.