NU HOLDINGS LTD.
Nominating and Corporate Governance Committee
Charter

1. PURPOSE

The Nominating and Corporate Governance Committee (the "Committee") is created by and shall assist the Board of Directors (the "Board") of Nu Holdings Ltd., a Cayman Islands exempted company with limited liability (the "Company"), in fulfilling its oversight responsibilities with respect to the following matters, as set forth in this charter of the Committee (this "Charter").

(i) identifying and recommending to the Board qualified candidates for election as directors;

(ii) developing and recommending corporate governance principles applicable to the Company;

(iii) overseeing the evaluation of the Board and its committees; and

(iv) overseeing the Company's approach to director and CEO succession planning and board diversity matters as assigned by the Board.

2. COMPOSITION

Size and Independence

The Committee shall consist of no fewer than three (3) members of the Board, being the majority of them qualified as "Independent Director" as determined by the Board.

The Board shall affirmatively determine the independence of applicable independent members of the Committee as defined by the Global Corporate Governance Policy of the Company, following applicable rules.

Members of the Committee shall be appointed by the Board and may be removed by the Board at any time.

Chair

The Board shall designate one member of the Committee as its Chair. The Chair shall preside over Committee meetings, set agendas in consultation with management, and report Committee actions to the full Board.

The Committee may invite a non-director advisor with succession planning expertise to attend meetings in a non-voting observer capacity, as needed. If invited, the observer has no vote, no fiduciary obligations as a committee member, and does not count toward quorum. The observer engagement should be documented in the Committee's minutes and the engagement terms approved by the full Committee.

3. MEETINGS AND MINUTES

The Committee shall meet not less frequently than twice a year, and can hold such extraordinary or special meetings as often as its members shall deem necessary or appropriate to carry out its responsibilities under this Charter. The Chair shall preside at each meeting and, in the absence of the Chair, one of the other members of the Committee shall be designated as the acting chair of the meeting by the Committee by agreement of those present. The Chair, in consultation with the other committee members, shall determine the length of the Committee meetings and shall set meeting agendas consistent with this Charter.

Notices of each meeting shall be given to each member of the Committee by the Chair or by the Secretary through any available physical or electronic means at least three (3) business days in advance of every meeting (the "Meeting Notice").

Committee meetings shall be held at such times and in such places as the Chair determines and as specified in the applicable Meeting Notice. Committee meetings shall also be permitted to take place by means of audio and/or video conference, or by any other electronic communication tool that enables the review and discussion of matters proposed for discussion by the Committee in real time, and the Committee may also act by unanimous written resolution in lieu of a meeting.

Meetings shall be considered duly quorate with the presence of at least the majority of its members. Resolutions shall be adopted by majority of the votes of the members attending the meeting. Minutes of meetings of the Committee shall be drawn up and signed by the Chair (or such other Committee member who presided over the applicable meeting as the chairperson).

In order to ensure effective communication, coordination and coverage of the matters under the Committee's responsibilities, the Committee may periodically call joint meetings with other committees.

The Committee shall report to the Board periodically on its activities and actions taken.

In addition to this Charter, the operation of the Committee will be subject to any applicable provisions of the Memorandum and Articles of Association of the Company, the laws of the Cayman Islands and the rules and regulations of the SEC and the listing standards of NYSE, each as in effect from time to time, to the extent applicable.

4. RESPONSIBILITIES

A. Nominations and Qualifications

1. Recommend to the Board for approval, and periodically review, the criteria for Board membership, including skills, experience, diversity, independence, character, integrity, and the ability to devote sufficient time to Board duties.
2. Identify, evaluate, and recommend to the Board qualified candidates to fill vacancies and to stand for election at each annual meeting. In identifying candidates, the Committee shall actively seek individuals who complement the existing Board composition and address any skill or perspective gaps identified in the Board skills matrix.

3. Support the Board, the Chief Executive Officer and the Chief People Officer, as needed and required, in qualifying candidates to fill vacancies for Management team and Key C-Levels.
4. Annually review and assess incumbent directors prior to recommending their re-nomination, considering attendance, contribution, independence, and any changes in their principal employment or affiliations that may affect their qualifications or independence status.
5. Maintain and present to the Board annually a Board Skills Matrix identifying competencies represented on the Board and gaps to be addressed in future recruitment.

B. Corporate Governance

1. Develop, recommend, and annually review Corporate Governance Guidelines for approval by the Board. The Guidelines shall address: director qualifications, director responsibilities, director access to management and independent advisors, director orientation and continuing education, CEO evaluation and succession, and annual performance evaluation of the Board.
2. Review the Company's governance structure and recommend changes as appropriate, including the size and composition of the Board, committee structure, and committee charters.
3. Monitor and advise the Board on significant shareholder governance and proxy advisor proposals, as applicable, and policies as they relate to board governance practices, including independence standards, board diversity, overboarding policies, and shareholder engagement.
4. The Committee shall have the authority to retain, at the Company's expense, such outside counsel, search firms, advisors, and other experts as it deems necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any director search firm, including sole authority over the firm's fees and engagement terms.

C. Board and Committee Evaluation

1. Oversee an annual self-evaluation of the Board and each standing committee (including the Committee itself), as defined in the Global Corporate Governance Policy. The evaluation shall assess whether the Board and committees are functioning effectively and shall identify opportunities for improvement in skills, processes, or composition.
2. Determine the form, scope, and process of the annual evaluation, which may include written questionnaires, individual director interviews, or engagement of an external governance advisor.
3. Report the results of each evaluation to the full Board and recommend any responsive actions, as applicable, including changes to Board or committee composition, processes, or governance practices.
4. Periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

D. Orientation and Development

1. Oversee the orientation program for new directors or new management team members, ensuring they receive materials and briefings sufficient to understand the

Company's business, governance structure, expectations, and applicable NYSE and SEC obligations.
2. Identify opportunities for continuing education of directors on matters relevant to the Board duties, including regulatory changes, industry developments, and governance best practices.

E. Succession Planning

1. Work with the Board to annually develop and maintain, based on the Board skill matrix, a Board succession planning following the below planning:
    (i) updating the Board Skills Matrix during the Annual Self-Evaluation process;
    (ii) conducting a composition review with gap analysis; and
    (iii) maintaining a prospective pipeline of qualified candidates.
2. Work with the Board to develop and maintain a CEO succession plan, covering both planned and emergency succession scenarios. The succession plan shall be reviewed at least annually and presented to the full Board in executive session.

5. RESOURCES AND AUTHORITY OF THE COMMITTEE; RETENTION OF ADVISORS

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities and shall be empowered to conduct its own investigation into issues related to its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or independent counsel, search firms, or other experts and advisors, as it deems necessary or appropriate. The Committee shall have sole authority to retain and terminate any search firm assisting the Committee in identifying director candidates, including sole authority to approve such firm's or consultant's fees and other engagement terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for payment of compensation to any counsel, search firms, other experts or any other advisors retained by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Version	Description of change	Date of change	Squad responsible	Date of approval	Approver
1	Initial Version	-	Legal Corporate Governance Office	08/24/2026	Board of Directors