

GREENSKY, INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The purposes of the Governance and Nominating Committee (the “Governance Committee”) of the Board of Directors (the “Board”) of GreenSky, Inc. (the “Company”) are to:

- identify individuals qualified to become Board members, consistent with criteria approved by the Board;
- recommend to the Board director nominees for election at each annual meeting of stockholders;
- develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, periodically reviewing such guidelines and recommending any changes thereto; and
- oversee the evaluation of the Board.

Committee Membership

Pursuant to Rule 5605(e)(1) of the Nasdaq Stock Market LLC (“Nasdaq”), director nominees of listed companies must be selected or recommended for the Board’s selection, either by a majority of independent directors or a nominations committee comprised solely of independent directors.

The number of individuals serving on the Governance Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall be an independent director as defined in Rule 5605(a)(2) of the Nasdaq Rules; provided, however, that the Company may avail itself of any phase-in rules or interpretations applicable to newly-listed companies in connection with an initial public offering.

The members of the Governance Committee shall be appointed and may be replaced by the Board.

Meetings

The Governance Committee shall meet as often as it determines necessary to carry out its responsibilities. The Governance Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a meeting of the Governance Committee or to meet with any members of, or consultants to, the Governance Committee. The Governance Committee shall report regularly to the Board about its activities.

The Board shall elect (and may remove) one or more members to serve as Governance Committee Chairperson (or Co-Chairperson, as the case may be). If the Board has not designated a Committee Chairperson, the members of the Governance Committee shall elect a

Committee Chairperson by majority vote. The duties and responsibilities of the Chairperson of the Governance Committee shall be to call regular meetings, to set the agenda of the Governance Committee meetings, to preside at the Governance Committee meetings and to perform such other functions of the Governance Committee as may be delegated to him or her.

Committee Authority and Responsibilities

The Governance Committee shall have the authority, to the extent it deems necessary or appropriate, to engage and determine funding for independent legal, accounting or other advisors and consultants, including search firms. The Company shall provide for appropriate funding, as determined by the Governance Committee, for payment of expenses of the Governance Committee that are necessary or appropriate in carrying out its duties.

The Governance Committee, to the extent it deems necessary or appropriate, shall:

Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.
- Review and assess proposed changes to the charters of the Audit Committee and the Compensation Committee of the Board and submit any proposed changes to the Board for approval.

Selection of New Directors

- Recommend to the Board criteria for Board and committee membership, which shall include a description of desired Board qualifications, expertise and characteristics, including such factors as business experience and diversity, and periodically reassess the adequacy of such criteria and submit any proposed changes to the Board for approval.
- Establish and administer a policy with regard to the consideration of director candidates recommended by stockholders.
- Establish and administer procedures to be followed by stockholders in submitting recommendations for director candidates to the Governance Committee.
- Establish and administer a process for identifying and evaluating nominees for the Board, including nominees recommended by stockholders (a “Stockholder Nomination”), and any policies or procedures with regard to the consideration of Stockholder Nominations.
- Upon identifying individuals qualified to become members of the Board, consistent with the qualifications and other criteria approved by the Board or the Governance Committee from time to time, recommend that the Board select the director nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third

parties with the ability to nominate individuals for election as a member of the Board, the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Governance Committee.

- Recommend to the Board the directors for appointment to committees of the Board.
- Review all Stockholder Nominations and proposals submitted to the Company (including 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 to the Board appropriate action on each such nomination or proposal.

Evaluation of Board

- Oversee an annual evaluation of the Board, each committee of the Board and each director for the prior fiscal year, including the establishment of the evaluation criteria and implementation of the process for such evaluation.
- Determine whether to recommend a current director for re-election, including consideration of such director's past attendance at meetings, participation in and contributions to the activities of the Board and the Company.
- Consider the circumstances related to a director's resignation or material change in his or her position with his or her employer and determine whether to recommend to the Board that such director submit his or her resignation from the Board.
- Review the size of the Board to ensure that the number of directors most effectively supports the Company and recommend any proposed changes to the Board for approval.

Corporate Governance

- Review and reassess the adequacy of the Corporate Governance Guidelines periodically and recommend any proposed changes to the Board for approval.
- Consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board, including issues relating to the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws.
- Establish and administer policies and procedures for stockholder communications with non-management directors.

Succession Planning

- Review and discuss with the Board and the Chief Executive Officer corporate succession plans for the Chief Executive Officer, including for interim succession in the event of an unexpected occurrence.
- Review and discuss with the Board, the Chief Executive Officer and management corporate succession plans for the other executive officers, including for interim succession in the event of an unexpected occurrence.

Miscellaneous

In carrying out its responsibilities, the Governance Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Governance Committee may consult.

The Governance Committee may perform such other functions as may be requested by the Board from time to time.