HealthEquity

Nominating, Governance and Corporate Sustainability Committee Charter

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Business unit:	HealthEquity, Inc.
Owner:	Board of Directors
Executive sponsor:	General Counsel

TABLE OF CONTENTS

1 MEMBERSHIP 2

2 PURPOSE 2

3 DUTIES AND RESPONSIBILITIES 2

4 OUTSIDE ADVISORS 3

5 STRUCTURE AND OPERATIONS 3

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1 MEMBERSHIP

The Nominating, Governance and Corporate Sustainability Committee (the "Committee") of the board of directors (the "Board") of HealthEquity, Inc. (the "Company") shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the rules of the NASDAQ Stock Market.

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until the earlier of their resignation or death. The Board may remove any member from the Committee at any time with or without cause.

2 PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process and procedures, developing and maintaining the Company's corporate governance policies, providing oversight of corporate sustainability matters, and carrying out any related matters required by the federal securities laws.

3 DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

- To determine the qualifications, qualities, skills, and other expertise required to be a director.
- To identify and screen individuals qualified to become members of the Board.
- To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.
- To develop and recommend to the Board corporate governance guidelines applicable to the Company, to review these guidelines at least once a year and to recommend any changes to the Board, and to oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the other documents and policies in the Company's corporate governance framework.
- To develop and oversee a process for an annual evaluation of the Board and its committees and a regular evaluation of individual directors, and to oversee the conduct of these evaluations.
- To review the Board’s committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairpersons annually.
  If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

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- To review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's Corporate Governance Guidelines, and evaluate and recommend to the Board whether such resignation should be accepted.
- To provide oversight of the Company's strategy, policies, programs and public reporting relating to corporate sustainability matters.

4 OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, a director search firm, a compensation consultant, and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work of its outside counsel, the director search firm, the compensation consultant, and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its executive search consultants, compensation consultants, outside counsel, and any other advisors.

5 STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least quarterly at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review and assess at least annually the performance and effectiveness of the Committee and report its results to the Board of Directors.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

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