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 Etsy, Inc. ("**Etsy**") is to assist the Board with its oversight of corporate governance matters and to: (i) identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for the next annual meeting of stockholders; (ii) review and recommend to the Board any changes to Etsy's corporate governance guidelines and code of conduct; (iii) oversee the evaluation of the Board and (iv) review Etsy's environmental and social Impact goals and progress.

B. Composition

1. Membership and Appointment

The Committee shall have at least two 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 New York Stock Exchange, as amended from time to time, (the "**Rules**"), except as otherwise permitted under the 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 Etsy's needs and circumstances. The Board or Committee may supplement them as appropriate and may deviate from them to the extent permitted under the 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, Evaluation, and Nomination Activities

The Committee shall:

- Periodically review the composition and size of the Board and make recommendations to the Board.
- Recommend to the Board the criteria for Board membership, including qualifications, qualities, including differences of viewpoint, age, skill, gender, race, and other individual characteristics, areas of expertise and other relevant factors.
- Periodically review and recommend to the Board procedures for the submission of nominees for election to the Board, including recommendations by stockholders of Etsy.
- Make reasonable efforts to seek out diverse director candidates to include in the pool from which Board nominees are chosen; 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 Etsy's Policies and Procedures for Director Candidates.
- In evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors.
- Review and evaluate any stockholder-recommended candidates and nominees for director submitted in accordance with Etsy's bylaws and policies and procedures for director candidates.
- 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.
- Oversee the annual evaluation of the performance of the Board and each Board committee and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

2. Board Committees

The Committee shall:

- Annually review the composition of each Board committee and recommend members and committee chairpersons to the Board.
- 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.

3. Corporate Governance

The Committee shall:

- Review at least annually the adequacy of Etsy's corporate governance guidelines and code of conduct and recommend changes to the Board, as appropriate.
- Review any proposed changes to Etsy's certificate of incorporation and bylaws and make recommendations to the Board.
- Review and discuss with management any stockholder proposals and recommend to the Board Etsy's response.
- Oversee the management of risks associated with Etsy's corporate governance, including director independence, conflicts of interest, the Board leadership structure, Board and committee composition and organization, and director succession planning.
- Review the disclosure included in Etsy's proxy statement regarding the operations of the Committee, director independence, Etsy's director nomination process, and other corporate governance matters.
- Review actual and potential conflicts of interest of Board members and executive officers, other than related party transactions reviewed by the Audit Committee.
- Periodically review director orientation and continuing education offerings and make recommendations, as needed.
- Review and assess the adequacy of this charter annually and submit any recommended changes to the Board for approval.
- Review and evaluate the performance of the Committee on an annual basis and report its findings to the Board.

4. Impact Goals

The Committee shall periodically review Etsy's environmental and social Impact goals (other than employee-related goals) and its progress against those goals, as well as assist the Board in its oversight of the risks associated with such goals.

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 chairperson of the Committee shall preside at each meeting and approve the meeting's agenda, and any other member present may suggest items for consideration. If the chairperson is not present, the Committee members who are present may designate an acting chairperson. A quorum of the Committee for the transaction of business will be one-third of its members, but not less than two members. 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 Etsy must provide for appropriate funding, as determined by the Committee, for payment of fees to any such advisor.

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

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