



Policies and Procedures for Director Candidates

A. Stockholder Recommendations

The Nominating and Corporate Governance Committee (the “Committee”) will consider stockholder recommendations, as described below.

Stockholder recommendations for candidates to the Board must be received in writing by December 31st of the year prior to the year in which the recommended candidates will be considered for nomination at the next Annual Meeting of Stockholders and sent to our Brooklyn headquarters to the attention of our General Counsel. The recommendation must include the candidate’s name, home and business contact information, detailed biographical data and qualifications, information regarding any relationships between the candidate and Etsy within the last three years, and evidence of the recommending person’s ownership of Etsy stock. Recommendations must also include a statement from the recommending stockholder in support of the candidate that addresses the criteria for Board membership described in Section C below, personal references, and confirmation of the candidate’s willingness to serve. The Committee may request additional information, as appropriate.

B. Stockholder Nominations

Stockholder nominations to the Board must meet the requirements set forth in Etsy’s bylaws. Under these requirements, nominations for election to the Board may be made at a meeting of stockholders by any stockholder entitled to vote in the election of directors who provides timely written notice to the Secretary of Etsy. In order to comply our bylaws, the notice must contain certain information about the nominee and the stockholder proposing the nomination. To be timely, a stockholder’s notice must be delivered to or mailed and received by the Secretary of Etsy at the principal executive offices of Etsy within the time period specified in the bylaws.

C. Identifying and Evaluating Nominees for Director

When identifying and evaluating director nominees (including current members of the Board who are eligible for re-election), the Committee seeks a balance of knowledge, experience, and capability on the Board and may consider the following:

- the current size and composition of the Board and the needs of the Board and the respective committees of the Board;
- high integrity and adherence to Etsy values;
- qualities such as character, judgment, independence, relationships, experience, length of service, and the like;

- commitment to enhancing long-term stockholder value;
- diversity of backgrounds, which is construed broadly to include differences of viewpoint, age, skill, gender, race and other individual characteristics;
- financial literacy or financial expertise or other requirements as may be required by applicable rules;
- sufficiency of time to carry out their duties;
- the range of expertise and experience of the Board at the policy-making level in business, government, or technology and in areas relevant to Etsy's business; and
- such other factors as the Committee may consider appropriate, including conflicts of interest or competitive issues.

With regard to candidates who are properly recommended by stockholders or by other means, the Committee will review the qualifications of any such candidate in accordance with the same criteria described above. In addition, in the Committee's discretion, its review may include interviewing references, performing background checks, direct interviews with the candidate, or other actions that the Committee deems necessary or proper.