



MERCADOLIBRE, INC.

Nominating and Corporate Governance Committee Charter

I. Statement of Purpose

The Board of Directors (the “Board”) of MercadoLibre, Inc. (the “Company”) has constituted a Nominating and Corporate Governance Committee (the “Committee”) that shall have primary responsibility for (i) identifying individuals qualified to become directors of the Company (“Directors”), (ii) nominating qualified individuals for election to the Board of Directors at the next annual meeting of stockholders, (iii) recommending nominees for election to fill any vacancies on the Board, (iv) recommending to the Board the individual Directors to serve on the committees of the Board, (v) developing, updating as necessary and recommending to the Board a set of Corporate Governance Guidelines for the Company, and (vi) overseeing related governance matters, including any related matters required by the federal securities laws. The Committee shall also lead the annual review of the performance of the Board and each of its standing committees.

II. Organization

A. *Charter.* This charter shall be reviewed and reassessed by the Committee as necessary and any proposed changes shall be submitted to the Board for approval.

B. *Members.* The size of the Committee shall be determined by the Board in its sole discretion, but shall be composed of no fewer than three (3) members of the Board. The Board shall appoint the members of the Committee. Each of the Committee’s members shall be an “independent director,” as defined under the listing standards of the NASDAQ Stock Market (“Nasdaq”).

C. *Term and Committee Chair.* The Board shall appoint the members of the Committee for such term or terms as the Board may determine or until a member’s earlier resignation or death and shall designate a committee chair (the “Committee Chair”). The members of the Committee may be replaced or removed by the Board at any time in the Board’s sole discretion.

D. *Meetings.* In order to discharge its responsibilities, the Committee shall meet at such times as it determines to be appropriate or at the call of the Committee Chair. Meetings of the Committee may be held in person or electronically, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or the Committee Chair.

E. *Quorum; Action by Committee.* A majority of members of the Committee shall constitute a quorum for the transaction of business. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held (or where only two members are present and constitute a quorum, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the members of the

Committee (including by means of electronic transmission) shall be as fully effective as if such decision or determination had been made at a meeting duly called and held.

F. *Agenda, Minutes and Reports.* The Secretary of the Committee shall be the Corporate Secretary or his or her designee. The Chairman of the Committee shall be responsible for establishing the agendas for meetings of the Committee. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board. At the next regular Board meeting following any Committee meeting, the Chairman of the Committee shall report to the Board on behalf of the Committee.

III. Responsibilities

Among its specific duties and responsibilities, the Committee shall perform the following, to the extent it deems necessary and appropriate, consistent with and subject to the Company's Bylaws, the Delaware General Corporation Law, as well as rules and regulations promulgated by the Securities and Exchange Commission ("SEC"), Nasdaq or other regulatory authorities:

A. *Director Selection Criteria.* The Committee shall consider periodically the desired composition of the Board and develop and recommend to the Board criteria to be considered in selecting director nominees, which shall reflect at a minimum any requirements of applicable law or listing rules, as well as a candidate's integrity, strength of character, judgment, business experience, specific areas of expertise, ability to devote sufficient time to attendance at and preparation for Board meetings, factors relating to the composition of the Board (including its size and structure) and principles of diversity.

B. *Director Recruitment.*

a. The Committee shall identify (in consultation with other members of the Board, including the Chairman of the Board and management) and screen potential nominees to fill positions on the Board, including nominees to fill interim vacancies, taking into consideration the criteria set forth in the "Qualifications and Selection of Director Candidates" section of the Company's Corporate Governance Guidelines. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board and such candidate's compliance with any independence and other qualification requirements established by the Board. The Committee may retain a third-party search firm to assist in the identification of possible candidates for election to the Board.

b. In the event that the Committee will not be recommending an incumbent director for inclusion in the slate of nominees to be proposed by the Board to the stockholders for election to the Board, and provided that the incumbent director has not notified the Committee that he or she will be resigning or that he or she does not intend to stand for re-election to the Board, then, in the case of an election to be held at an annual

meeting of stockholders, the Committee will recommend the slate of nominees to the Board at least thirty (30) days prior to the latest date required by the provisions of Sections 1.4 (Notice of Annual or Special Meetings), 1.9 (Order of Business), 1.10 (Stockholder Notices for New Business) and 2.6 (Nominations of Directors; Election) of the Company's Bylaws (as such provisions may be amended from time to time) for stockholders to submit nominations for directors at such annual meeting, or in the case of an election to be held at a special meeting of stockholders, at least ten (10) days prior to the latest date required by the provisions of Sections 1.4, 1.9 and 2.6 of the Bylaws for stockholders to submit nominations for directors at a special meeting.

c. The Committee shall ensure that the Board is composed of a sufficient number of independent directors to satisfy the Nasdaq listing requirements. In addition, except as otherwise permitted by the applicable rules of Nasdaq, the Committee will seek to assure that at least three (3) of the Board's independent members satisfy the Nasdaq financial and accounting experience requirements and the heightened independence standards of the SEC.

C. *Consideration of Incumbent Directors for Further Term.* In connection with its annual recommendation of director nominees, the Committee shall assess the contributions of incumbent directors eligible for nomination for a further term, including in light of the criteria for director nominees adopted by the Board and the incumbent director's past contribution and future commitment to the Company.

D. *Recommendation to the Board.* The Committee shall recommend to the Board all nominees to be proposed by the Company for election to the Board, as well as actions with respect to individuals nominated by third parties.

E. *Director Independence.* The Committee shall review as necessary management's determination as to the absence of relationships between the Company and its subsidiaries and a director that, in the opinion of the Committee, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Committee also shall review as necessary changes in a director's status that may impact independence or rise to the level of a significant conflict of interest, as described in the Company's Corporate Governance Guidelines.

F. *Section 16 Officers.* The Committee will review and recommend to the Board Section 16 officer determinations with respect to the Company's employees.

G. *Corporate Governance.* The Committee shall, as necessary, review and reassess the adequacy of the Company's bylaws and Corporate Governance Guidelines addressing, among other matters, the terms of directors and timing of their election, the size, composition and responsibilities of the Board and its committees, including its oversight of management and consultations with management, and shall make recommendations to the Board with respect to changes to the bylaws and guidelines. In addition, the Committee shall consider, with management, public policy issues that may affect the Company.

H. *Advice as to Committee Membership and Operations.* In consultation with the relevant committees, the Committee shall advise the Board with respect to the charters, structure, operations, composition and qualification for membership of the committees of the Board and which Directors should be appointed as chairpersons of such committees. With respect to the Audit Committee, the Committee shall assess the qualifications of the Committee members and nominees, and shall recommend to the Board membership for the Committee based on such assessment in light of the independence and financial literacy requirements for audit committee members set forth in the listing rules of Nasdaq and any additional requirements under the rules and regulations of the SEC and other applicable law.

I. *Evaluation of the Board.* The Committee Chair shall annually, or more frequently as it seems appropriate, obtain self-assessment questionnaires from members of the Board for their service on the Board and the standing committees, as applicable. The Committee shall oversee the process for developing and deploying the self-assessment questionnaires and is also responsible for assessing the performance of the Board and its standing committees on the basis thereof. The Committee Chair may report the Committee's conclusions and make recommendations for improvement to the Board. The Committee also will develop and oversee a Company orientation program for new directors and evaluate the participation of members of the Board in continuing education activities in accordance with any applicable listing rules. The Committee Chair shall report the Committee's conclusions to the Board and may make recommendations to the Chairman of the Board regarding changes that the Committee deems appropriate for consideration by the Board.

J. *Evaluation of the Committee.* The Committee Chair shall discuss the Committee's performance with each Committee member, following which discussions the Committee Chair shall lead the Committee in an annual review of its performance. The Committee Chair shall report the Committee's conclusions to the Board and may make recommendations for improvement to the Board.

K. *Terminations and Resignations.* The Committee shall evaluate and recommend to the Board (i) termination of service of individual members of the Board, for cause or for other proper reasons, in accordance with the Company's Corporate Governance Guidelines, the Company's Certificate of Incorporation and Bylaws and (ii) whether to accept any resignation tendered by a director, as required by the Company's Corporate Governance Guidelines.

L. *Shareholder Communications.* The Committee, in conjunction with the Compensation Committee and the Board, shall recommend ways to enhance communications and relations with stockholders, to the extent it deems necessary or appropriate.

M. *Access to Records, Input, Consultants and Others.* The Committee shall have the authority and responsibility to retain, oversee and terminate outside legal counsel, any search firm used to identify director candidates or other advisors or consultants (each, a "Consultant") to assist the Committee in performing its duties, to approve the terms of any such engagement and to set the fees paid to such Consultant. Except as explicitly prohibited by this charter, the listing rules of Nasdaq or applicable law, the Committee may also solicit input from any directors, officers or employees of the Company, and may request that any officer or other

employee of the Company meet with any members of, or Consultants to, the Committee. The Committee shall have full access to all books, records, facilities and personnel of the Company.

N. *Funding.* The Committee shall have the authority to determine the appropriate funding (which shall be supplied by the Company at the request of the Committee) for the payment of compensation to any Consultants engaged by the Committee and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

O. *Delegation.* The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more of its members, or to other members of the Board qualified to perform such responsibilities in accordance with the listing rules of Nasdaq and any other applicable law, as appropriate.

P. *Other Duties.* The Committee shall cause to be provided to Nasdaq appropriate written confirmation of any of the foregoing matters as Nasdaq may from time to time require. The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.



This Nominating and Corporate Governance Committee Charter was duly approved and adopted by the Board of the Company on the 18th day of April, 2024.