

IZEA Worldwide, Inc.
Strategy and Capital Allocation Committee Charter

Purpose

The Strategy and Capital Allocation Committee (the “Committee”) is being formed by the Board of Directors (the “Board”) of IZEA Worldwide, Inc. (the “Company”) for the purpose of evaluating and making reports and recommendations on strategic options, sources and uses of capital, capital structure, and cash management.

In furtherance of its purpose, the Committee shall review, evaluate and make recommendations to the Board regarding the following matters, including (to the extent applicable) the timing for, and implementation of, such matters:

- The strategy of the Company, including identifying potential operational improvements and strategic opportunities and alternatives that may enhance the Company’s long-term value;
- The Company’s financial priorities, including cash management, uses of capital, and capital structure;
- Long-term planning and priorities, including multi-year financial planning; and
- Any other related matters may be determined by the Board from time to time.

Composition

Until the Termination Date (as defined in that certain Cooperation Agreement dated September 6, 2024 by and among the Company, GP Cash Management, Ltd., GP Investments, Ltd., Rodrigo Boscolo and Antonio Bonchristiano), the Committee shall consist of no more than four members. The initial four members of the Committee shall be John Caron, Antonio Bonchristiano, Rodrigo Boscolo, and Lindsay Gardner. At least a majority of the members of the Committee must be “independent” directors, as determined by the Board in accordance with the applicable rules and regulations of the Nasdaq Stock Market and under the Securities Exchange Act of 1934, as amended. Members must have no material relationship that, in the judgment of the Board, would interfere with his/her exercise of judgment as a Committee member.

Appointment and Removal

The members of the Committee shall be appointed by the Board. A member of the Committee shall be automatically removed if the member (1) is no longer a Director of the Company or (2) is ineligible as a Director because of other rules or requirements. Committee members may otherwise be removed or replaced by majority vote of the Board.

Chairman

The Board shall designate one member of the Committee as its chair (the “Chair”). The initial Chair shall be John Caron. Any successor Chair shall be selected by the Board. The Chair is expected to

chair all regular sessions of the Committee and be responsible for setting the agendas for Committee meetings. In the absence of the Chair, the Committee shall select another member to preside.

Meetings

The Committee shall meet as frequently as circumstances dictate; provided that the Committee shall meet at least quarterly. The Chair will call meetings of the Committee. The Chair may invite such members of management and other persons to its meetings as the Committee may deem appropriate. The Chair may exclude anyone with a personal interest in the matters under discussion.

The Committee shall maintain written minutes of its meetings and shall cause such minutes to be filed with the minutes of the meetings of the Board. The minutes of the Committee shall be made available to all other members of the Board.

A majority of the members of the Committee shall represent a quorum of the Committee for any decisions for which authority has been expressly delegated to the Committee by the Board and, if a quorum is present, any action approved by at least a majority of the members of the Committee shall represent valid action of the Committee. Notwithstanding the foregoing, the Committee does not have decision-making authority.

Duties and Responsibilities

The duties and responsibilities of the Committee are to review, evaluate and make recommendations to the Board regarding the matters described above under the heading "Purpose of the Committee."

While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of any individual Committee member, except to the extent provided under applicable law.

Reports

The Committee shall regularly report to the full Board summarizing the Committee's meetings, including the principal subjects discussed, any significant issues considered and the conclusions and recommendations of the Committee.

Resources and Authority of the Committee

The Committee is authorized to have full access to all Company personnel, books, records, facilities and other informational sources. Management of the Company shall provide assistance to the Committee in connection with the Committee's purpose.

The Committee shall not have independent decision-making authority and shall only make recommendations to the Board, and the results of the Committee's review and any

recommendations of the Committee to the Board shall be confidential, non-binding and advisory in nature.

Adopted: September 6, 2024