

loanDepot, Inc.

Nominating and Corporate Governance Committee Charter

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the board of directors (the “Board”) of loanDepot, Inc. (the “Company”) is to assist the Board with oversight of the director nominations process and the Company’s corporate governance.

MEMBERSHIP

Size: The Committee shall consist of two or more members of the Board.

Independence: The Company currently is a “controlled company” as defined in the rules of the New York Stock Exchange (“NYSE”). As a result of the Company’s controlled company status, the Committee is not required to be comprised solely of independent directors. At such time as the Company is no longer a controlled company, and after any permissible phase-in period, each member of the Committee shall be independent in accordance with the rules of the NYSE.

Appointment/Term/Removal: 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. The Board may remove any member from the Committee at any time with or without cause.

STRUCTURE AND OPERATIONS

Leadership: The Board shall designate a member of the Committee as the Chairperson.

Meetings: The Committee shall meet periodically at such times and places as deemed necessary by the Chairperson of the Committee to fulfill its responsibilities. All meetings shall be at the call of the Chairperson of the Committee. The agenda and materials for Committee meetings will be prepared at the direction of the Committee Chairperson in consultation with the other Committee members, the Chief Executive Officer (“CEO”), or others determined by the Chairperson. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate. Other than as set forth herein, the Committee shall be 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 may invite any individuals to its meetings as it deems appropriate. The Committee may meet in executive session as it deems appropriate.

Outside Advisors: The Committee shall have the authority, in its sole discretion, to retain and terminate a director search firm, outside legal counsel and such other advisors as it deems necessary or appropriate to fulfill its duties and responsibilities under this Charter.¹ However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any director search firm, outside legal counsel or other advisor, and the authority granted in this Charter to retain advisors shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Committee shall approve the compensation and any retention terms and oversee the work of any director search firm, outside legal counsel or any other advisors.

Funding: 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 any director search firm, outside legal counsel and any other advisors; for the education of Committee members; and for the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority: 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.

Books and Records: The Committee will have access to the Company's books, records, facilities and personnel.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

1. Director Qualifications: To develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director, including any criteria specified in the Company's Corporate Governance Guidelines (the "Director Criteria").
2. Director Nominee Identification/Screening: To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall review the contributions of incumbent directors in determining whether to recommend that the Board nominate them for reelection to the Board.
3. Director Independence: To assess the independence of incumbent directors and director candidates in determining whether to recommend them to the Board for election or reelection, as applicable.
4. Board Refreshment: To review and make recommendations to the Board regarding the composition and size of the Board, to assess whether the Board has the requisite

¹ At least once every two (2) years between 2025 and 2029, the Committee shall hire an independent corporate governance expert to review and evaluate the Company's director nomination processes, compare these processes with best practices, and assist the Committee in developing recommendations to the Board regarding any actions to take based on its evaluation, including the implementation of new processes and procedures as necessary.

qualifications and whether its members consists of persons with sufficient diversity of viewpoints, perspectives, tenure, skills and experience.

5. Stockholder Director Nominations: To consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's bylaws or otherwise established by the Committee and described in the Company's proxy statement.
6. Stockholder Proposals: To review stockholder proposals, if any, and recommend Board responses.
7. Stockholder Engagement: To oversee the Company's stockholder engagement program.
8. Director Nominee Approval: To make recommendations to the Board regarding the selection and approval of the nominees for director to be appointed by the Board of Directors or submitted to a stockholder vote at an annual or special meeting of stockholders as disclosed in the Company's proxy statement(s).
9. Board Leadership: To review the Board's leadership structure and recommend changes to the Board as appropriate.
10. Board Committee Membership: To review the Board's committees' sizes, structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairperson.
11. Corporate Governance Documents: To review, propose changes to the Board, or develop, as needed, the Company's code of ethics, and corporate governance guidelines, and other applicable corporate governance documents.²
12. Sustainability Matters: Oversee and make recommendations to the Board, as needed, regarding sustainability matters relevant to the Company's business.
13. Outside Directorships: To review directorships in other public companies held by or offered to directors of the Company and its executive officers.
14. Board and Management Performance Evaluation: Oversee the annual evaluation of the Board and its committees.
15. Committee Performance Evaluation: To conduct an annual evaluation of the performance of its duties under this Charter. The Committee shall conduct this evaluation in such manner as it deems appropriate.
16. Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.

² In addition, the Committee shall cause the Corporate Governance Guidelines, and any amendments thereto, to be promptly made available to the public, through the Company's website or otherwise.

17. Other Duties: Perform any other activities as the Committee deems necessary or appropriate, or as requested by the Board, consistent with this Charter, the Company's bylaws, and applicable laws and regulations.

Notwithstanding the foregoing, terms of this Charter are subject to the terms of the Stockholders Agreement dated as of February 16, 2021, by and among the Company and certain investor parties thereto (as amended and restated as of April 21, 2022, and as may be further amended and/or restated from time to time).