

# PARTY CITY HOLDCO INC.

## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

April 1, 2024

The Board of Directors (the “Board”) of Party City Holdco Inc. (the “Company”) hereby sets forth the authority and responsibilities of the Nominating and Governance Committee (the “Committee”) as described below, subject to amendment by the Board from time to time.

### Statement of Purpose

The primary purpose of the Committee is to: (i) review and recommend a set of corporate governance principles applicable to the Company; (ii) identify individuals qualified to become directors; (iii) serve as the Company’s nominating committee to recommend a slate of director nominees to be proposed by the Board to the stockholders (and recommend any director nominees to be elected by the Board to fill interim vacancies); and (iv) oversee the Company’s environmental, social, and governance (“ESG”) programs, policies, and practices.

### Organization

The Committee will be comprised of three or more directors as determined by the Board. The members of the Committee will be elected by the Board annually to serve until their successors are elected, or until their earlier resignation, removal or death. An affirmative vote of the Board may remove members from such Committee, with or without cause. The Board will designate the Committee chairperson. In the absence of the chairperson, the members present at a meeting may appoint an acting chairperson for such meeting.

### Operating Principles

In fulfilling its functions and responsibilities, the Committee should give due consideration to the following operating principles and processes:

1. Communication. Regular and meaningful contact throughout the year with the Chairperson of the Board, other committee chairpersons, members of senior management and other key Committee advisors, as applicable, is viewed as important for strengthening the Committee’s knowledge of governance and director nomination policies and practices.
2. Committee Expectations and Information Needs. The Committee should communicate to the CEO the expectations of the Committee, and the nature, timing and extent of any specific information or other supporting materials requested by the Committee, for its meetings and deliberations.
3. Meeting Agendas. The Committee meeting agendas shall be the responsibility of the Committee chairperson with input from the Committee members and other members of the Board, with additional input from members of senior management and outside advisors to the extent deemed appropriate by the chairperson.

4. Committee Meeting Attendees. The Committee shall be authorized to request members of senior management and outside advisors to participate in Committee meetings.
5. Reporting to the Board of Directors. The Committee and any subcommittee thereof shall maintain the minutes of meetings and, through the Committee chairperson, may report all material activities of the Committee to the Board from time to time or whenever so requested by the Board. In addition, approved minutes from Committee and subcommittee meetings and any unanimous written consents should be distributed to each Board member prior to the next regular Board meeting.

## **Duties and Responsibilities**

The following functions shall be the recurring activities of the Committee in carrying out its responsibilities. The functions are set forth as a guide and may be varied from time to time as appropriate under the circumstances.

1. Director Nominees. The Committee shall be responsible for identifying individuals qualified to become Board members consistent with criteria approved by the Board and required by applicable law, and recommending to the Board the nominees for election as directors. The Committee shall set and periodically review its criteria and process for evaluating nominees. To the extent there are one or more stockholders agreements to which the Company is a party (as such may be amended from time to time) governing the composition of the Board, the Committee shall act in accordance with such agreement(s) to nominate individuals to serve as directors of the Board, to fill vacancies on the Board and to otherwise comply with such agreement(s).
2. Communication of Director Responsibilities. The Committee shall clearly articulate the duties and responsibilities to each director, including under applicable law and in reference to the Company's Corporate Governance Guidelines and other corporate governance principles.
3. Board Composition and Evaluation. The Committee may recommend to the Board the criteria for assessment of the performance of the Board as a whole, for each Board committee, for individual directors and for the Company's Chief Executive Officer.
4. ESG. The Committee shall oversee and guide the Company's ESG programs, policies, and practices. This includes the responsibility to review, assess, and recommend ESG-related strategies and initiatives, ensuring they are aligned with the Company's core values, ethical standards, and business objectives. The Committee shall monitor the Company's ESG performance and reporting, ensuring compliance with relevant regulations.
5. Public Policy. The Committee shall review and monitor key public policy trends, issues, regulatory matters and other concerns that may affect the Company's business, strategies, operations, performance or reputation, and oversee its engagement in the public policy process.
6. Conflicts of Interest. The Committee shall consider and report to the Board any questions of possible conflicts of interest of Board members.
7. Director Assessment upon Change of Circumstances. The Committee shall review and assess any director who: (a) retires from his principal occupation or background association, (b) changes from the principal occupation or principal background association held when such director was originally invited to join the Board, (c) joins any new board of directors of a public

company or private company or (d) joins a governmental commission, and in each case shall determine whether it believes that such director's change in circumstances represents a conflict of interest or otherwise inhibits such director's ability to serve the best interest of the Company and its stockholders.

8. Director Education. The Committee shall establish and oversee the director orientation program and, as necessary or appropriate, coordinate the continuing education program for directors and review and revise such programs as appropriate.
9. Succession Planning. The Committee shall oversee the maintenance and presentation to the Board of management's plans for succession to senior management positions in the Company.
10. Corporate Governance Guidelines. The Committee shall periodically assess and review the Company's Corporate Governance Guidelines and recommend any changes deemed appropriate to the Board for its consideration.
11. Generally. The Committee shall review such other matters as the Board or the Committee shall deem appropriate. The foregoing duties and responsibilities will serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also have such powers as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities.

### **Procedures and Administration**

1. Meetings. The Committee shall hold at least one regularly scheduled meeting per calendar year, and such special meetings as circumstances dictate and, to the extent practicable, in conjunction with the regularly scheduled Board meetings. The Committee shall report regularly to the Board on its activities. The Committee shall fix its own rules of procedure, subject to this Charter, the Company's governing documents and applicable law; provided, it shall follow the Board's rules of procedure if not otherwise fixed by the Committee.
2. Action. A majority of regular members then serving on the Committee shall constitute a quorum. Action may be taken by the Committee (or any subcommittee of the Committee) upon the affirmative vote of a majority of the members of the Committee (or subcommittee). Action may be taken by the Committee (or any subcommittees) without a meeting if all of the members of the Committee (or any subcommittees) indicate their approval thereof in writing.
3. Notice. Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least twenty-four hours prior to the meeting (provided that participation in any meeting shall be deemed to constitute waiver of any deficiency in such notice).
4. Charter. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Authority and Resources of the Committee. The Committee has the authority, in its sole discretion, to appoint, retain or obtain the advice of a director search or governance consultant, legal counsel or other adviser, which includes the sole authority and direct responsibility to approve such director search or governance consultant's or other adviser's fees and other retention terms, to oversee the work of and to terminate such director search or governance

consultant or other adviser, and the authority and responsibility to pay from funds of the Company reasonable compensation to such director search or governance consultant or other adviser retained by the Committee. Such funding will be provided by the Company and determined by the Committee. Before selecting or obtaining the advice of a director search or governance consultant or other adviser (other than in-house legal counsel), the Committee may consider all factors relevant to the independence of such consultant or adviser from management, including any applicable laws, rules or regulations.

6. Subcommittees and Delegation. The Committee shall have the authority to delegate to subcommittees of the Committee any responsibilities of the full Committee. The Committee shall also have to the authority to form committees comprised of members of the Company's management and to delegate to such committees as well as other persons (including, but not limited to, members of the Company's management) such tasks and responsibilities as it deems appropriate, in each case, not inconsistent with applicable law.
7. Expenses. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.