

SPS COMMERCE, INC.
FINANCE AND STRATEGY COMMITTEE CHARTER

Adopted: August 3, 2018

PURPOSE

The Finance and Strategy Committee (the “*Committee*”) assists the Board of Directors (the “*Board*”) of SPS Commerce, Inc. (the “*Company*”) in matters involving certain finance and strategic matters.

COMMITTEE MEMBERSHIP

The Committee shall consist of two or more directors, who will be appointed by and may be removed by the Board. Each member of the Committee shall be independent in accordance with the listing standards of the stock exchange or automated quotation system upon which the Company’s common stock is listed, if any (as may be modified or supplemented) and any other applicable laws or regulations.

COMMITTEE AUTHORITY

The Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority to work directly with the Company’s legal and other advisors as the Committee may deem appropriate.

COMMITTEE MEETINGS AND COMMUNICATIONS

The Committee shall meet as often as it determines. A majority of the members shall constitute a quorum. The chairperson of the Committee shall be appointed by the Board. The Committee shall regularly report its actions and recommendations to the Board.

COMMITTEE RESPONSIBILITIES

To fulfill its role, the Committee will have the following responsibilities:

1. Review the Company’s allocation of capital, annual capital budget and policies related to capital expenditures.
2. Monitor the Company’s policies regarding capital structure and leverage levels.
3. Review the Company’s dividend and share repurchase policies and practices.
4. Review any proposed merger, recapitalization, financing transaction, restructuring, disposition, distribution, spin-off, asset sale, joint venture or other business combination involving the Company or any of the Company’s affiliates.
5. Annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for its approval.
6. Periodically review and report to the Board on the performance of the Committee.
7. Make recommendations, where appropriate, to the full Board with respect to the above matters.