



# Compensation Committee Charter

(Effective as of November 5, 2024)



Copyright Maplebear, inc. | All rights reserved. Instacart is a registered trademark of Maplebear, inc. Instacart's trademarks and trade dress may not be used in connection with any product or service that is not Instacart's, in any manner that is likely to confuse customers, or in any manner that disparages or discredits Instacart. All other trademarks not owned by Maplebear are the property of their respective owners, who may or may not be affiliated with, connected to, or sponsored by Maplebear.

## A. Purpose

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Maplebear Inc. (dba Instacart) (the “**Company**”) is to:

- assist the Board in its oversight of the Company’s compensation policies, plans and programs, and overall compensation philosophy;
- review and approve (or, when applicable, recommend to the Board for approval) the compensation to be paid to the Company’s Chief Executive Officer, other executive officers (and other members of senior management in the Committee’s discretion), and the Company’s directors;
- administer the Company’s incentive compensation plans, equity-based plans and such other benefit plans as designated from time to time by the Board; and
- assist the Board in its oversight of the Company’s policies and strategies relating to human capital management.

The term “**compensation**” includes salary, long-term incentives, bonuses, perquisites, equity incentives, retirement benefits and other related benefits and benefit plans. The term “**executive officer**” means the individuals designated by the Company as officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended from time to time (the “**Exchange Act**”).

## B. Composition

1. **Membership and Appointment.** The Committee shall consist of at least two members of the Board. The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board in its discretion. Vacancies occurring on the Committee shall be filled by the Board.
2. **Qualifications.** The members of the Committee shall satisfy the independence requirements of the Securities and Exchange Commission (the “**SEC**”) and The Nasdaq Stock Market (“**Nasdaq**”), applicable to compensation committee members, as in effect from time to time, when and as required by Nasdaq. Each member will satisfy the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Exchange Act unless otherwise approved by the Board, and shall also meet any other requirements imposed by applicable law, rule or regulation, subject to any applicable exemption, exception, transition or cure period provisions.
3. **Chairperson.** The Board may designate a chairperson of the Committee on the recommendation of the Nominating and Corporate Governance Committee. In the absence of that designation, the Committee may designate a chairperson by majority vote of the Committee members, provided that the Board may replace any chairperson designated by the Committee at any time.

## C. Meetings and Minutes

The operation of the Committee will be subject to the bylaws of the Company and the Delaware General Corporation Law (“**DGCL**”), each as in effect from time to time. A majority of the Committee membership will constitute a quorum for the transaction of business unless the Committee shall consist of two members, in which event one member shall constitute a quorum. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee. The Committee will hold such

regular or special meetings as its members shall deem necessary or appropriate. The Committee may include in its meetings other directors, members of management, representatives of any advisors (as defined below) retained by the Committee, any other human resources or legal personnel employed or retained by the Company or any other person whose presence the Committee believes to be necessary or appropriate in order to carry out its responsibilities. Notwithstanding the foregoing, the Committee may, as it deems appropriate in order to carry out its responsibilities, exclude from its meetings any persons, including but not limited to, any non-management director who is not a member of the Committee. The Committee will maintain written minutes of its meetings. The Committee may also act by written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.

## D. Authority

- Authority to Retain Advisors.** The Committee has the authority, in its sole discretion, to retain (or obtain the advice of) any compensation consultant, legal counsel or other advisors (referred to collectively as "**advisors**") to assist the Committee in fulfilling its responsibilities under this charter, but only after taking into consideration the factors specified in Nasdaq Listing Rule 5605(d)(3) or any successor provision applicable to the Company. However, nothing in this provision requires that any advisors be independent. The Committee need not conduct this independence assessment with respect to (a) in-house legal counsel; or (b) any advisor whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees; or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the adviser and about which the advisor does not provide advice. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of any advisors engaged for the purpose of advising the Committee, and such advisors shall report directly, and be accountable, to the Committee. The Committee shall have sole authority to approve the reasonable fees and the other terms and conditions of such engagement, including authority to terminate the engagement. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such advisor retained by the Committee. Nothing in this provision requires the Committee to implement or act consistently with the advice or recommendations of any advisor or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.
- Access to Company Resources.** Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge such member's responsibilities hereunder.
- Authority to Form Subcommittees.** The Committee may form and delegate authority to one or more subcommittees to the extent allowed under applicable law. By delegating an issue to a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. Any action or decision of a subcommittee will be presented to the full Committee at its next scheduled meeting or as soon thereafter as practicable. Without limiting the generality of the foregoing, (a) if an exemption from Section 16(b) of the Exchange Act under Rule 16b-3 is desired, the Committee may form and delegate authority to a subcommittee composed solely of at least two members of the Committee who are "non-employee directors" under Rule 16b-3 to grant awards of equity securities under the Company's equity incentive plans and to take such other actions as may be necessary or appropriate to qualify transactions in the Company's equity securities under the Rule 16b-3 exemptions; (b) the Committee may delegate authority to one or more officers or other employees of the Company to grant and administer stock awards under the Company's equity incentive plans to persons who are not then executive officers to the fullest extent permitted by the terms of such equity incentive plans and

applicable law, including without limitation Sections 152 and 157(c) of the DGCL; and (c) the Committee may, to the extent permissible under the applicable plan, form and delegate authority to a committee composed solely of employees of the Company to serve as an administrative and/or investment committee, with fiduciary responsibilities under the Employee Retirement Income Security Act of 1974 (“**ERISA**”), with respect to one or more Company plans that are subject to ERISA.

The approval of this charter by the Board shall be construed as a non-exclusive delegation of authority to the Committee with respect to the responsibilities set forth herein.

## **E. Responsibilities**

The following are the principal responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations. The Committee may also carry out any other responsibilities delegated to it by the Board from time to time.

1. **Compensation Philosophy.** The Committee will establish and oversee the compensation philosophy for executive officers and directors of the Company.
2. **Compensation of Chief Executive Officer.** The Committee will review and approve at least annually (or recommend to the Board for approval) any individual and corporate goals and objectives that may be established for the Company’s Chief Executive Officer. The Committee will evaluate at least annually the Chief Executive Officer’s performance in light of those goals and objectives. Based on its evaluation, the Committee will at least annually determine and approve (or recommend to the Board for determination and approval) the compensation of the Company’s Chief Executive Officer. The Chief Executive Officer may not be present during the voting or deliberations regarding the Chief Executive Officer’s compensation.
3. **Compensation of Other Executive Officers and Senior Management.** The Committee will review and approve (or, when applicable, recommend to the Board for approval) any individual and corporate performance goals and objectives that may be established for the Company’s executive officers other than the Chief Executive Officer (and other members of senior management in the Committee’s discretion). The Committee will determine and approve (or recommend to the Board for approval) the compensation of the executive officers other than the Chief Executive Officer (and other members of senior management in the Committee’s discretion), taking into consideration the individual’s performance goals and objectives, as well as any recommendations by the Chief Executive Officer.
4. **Compensatory Arrangements.** The Committee will review and approve (or recommend to the Board for approval) employment agreements, severance or termination arrangements, change-in-control protections and other compensatory contracts or arrangements, including any material modifications thereto, with the Chief Executive Officer and the other executive officers (and other members of senior management in the Committee’s discretion). The Committee will review and approve the selection of the Company’s peer group for the Chief Executive Officer and other executive officers’ compensation purposes.
5. **Market Data.** The Committee shall review industry and market appropriate compensation practices and trends to assess the adequacy and competitiveness of the Company’s executive and director compensation programs among comparable companies as well as the appropriateness of such programs.



6. **Compensation of Directors.** The Committee will periodically review the compensation paid to non-employee directors for their service on the Board and its committees and approve (or, when applicable, recommend to the Board for approval) any changes considered appropriate to the type and amount of compensation (including consulting, retainer, meeting, committee and committee chair fees, as well as any equity awards) to be paid or awarded.
7. **Administration of Equity-Based Plans.** The Committee will have full power and authority to adopt, amend and terminate, as appropriate, the Company's stock option plans, stock appreciation rights plans, stock bonus plans, stock purchase plans and similar equity-based programs. The Committee will have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, and exercise such other power and authority as may be permitted or required under such plans, including the ability of the Committee to delegate authority pursuant to the Authority section of this charter. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable laws and regulations.
8. **Administration of Other Benefit Plans.** The Committee will have full power and authority to adopt, amend and terminate, as appropriate, the Company's pension and profit sharing plans, incentive plans, deferred compensation plans and similar programs, including perquisites pertaining to executive officers, as the Committee deems appropriate or as otherwise required under such plans. The Committee will have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, and exercise such other power and authority as may be permitted or required under such plans. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable laws and regulations.
9. **Compensation Discussion and Analysis.** When required, the Committee will review and discuss with management the disclosures under the caption "Compensation Discussion and Analysis" ("**CD&A**") and recommend to the Board whether the CD&A should be approved for inclusion in the Company's annual reports on Form 10-K, proxy statements or information statements, as applicable.
10. **Compensation Proposals.** The Committee will provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting of stockholders, including advisory votes on executive compensation and the frequency of such votes when required by Section 14A of the Exchange Act and the rules and regulations promulgated thereunder. The Committee will review and consider the results of any advisory vote on executive compensation.
11. **Risk Assessment.** Review and discuss annually with management the risks arising from the Company's compensation policies and practices applicable to all employees to determine whether they encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate such risks. In connection with such review and discussion, the Committee shall consider whether risks arising from such compensation policies and practices are reasonably likely to have a material adverse effect on the Company.
12. **Perquisites.** If the Committee determines to be necessary or appropriate, establish and periodically review policies and any agreements providing perquisites for directors, executive officers or other senior management.
13. **Committee Report.** When required, the Committee will prepare and review the Committee report on executive compensation for inclusion in the Company's annual reports on Form 10-K, proxy statements or information statements in accordance with applicable SEC rules and regulations.

14. **Conflict-of-Interest Disclosure.** The Committee will review and discuss with management at least annually any conflicts of interest raised by the work of any advisor engaged by the Committee and how such conflict is being addressed for disclosure in the Company's annual proxy statement in accordance with applicable law and stock exchange requirements.
15. **Management Succession.** The Committee will periodically review the plans for succession to the offices of the Company's Chief Executive Officer and other executive officers (in the Committee's discretion).
16. **Clawback and Recoupment.** The Committee will approve, modify and oversee the Company's clawback policies allowing the Company to recoup compensation paid to employees and any required disclosure that complies with the requirements of the SEC and Nasdaq listing standards.
17. **Human Capital Management.** The Committee will periodically review matters relating to human capital management, including the Company's policies and strategies regarding recruiting, retention, career development and progression, diversity and inclusion, and other employment practices. If and as the Committee determines to be necessary or appropriate, the Committee will make recommendations to the Board regarding the Company's human capital management policies and strategies.
18. **Charter Review.** The Committee will review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.
19. **Committee Evaluation.** The Committee will conduct an annual evaluation of the performance of the Committee.
20. **Report to Board.** The Committee will report to the Board with respect to material issues that arise in the course of carrying out its responsibilities or such other matters as the Committee deems appropriate from time to time or whenever it shall be called upon to do so.
21. **General Authority.** The Committee may perform such other functions and will have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

