

REVOLVE GROUP, INC.

COMPENSATION COMMITTEE CHARTER

(Effective as of February 20, 2024)

PURPOSE

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Revolve Group, Inc. (the “**Company**”) shall be to:

- oversee the Company’s compensation and benefit plans, policies, and programs and overall compensation philosophy;
- assist the Board in discharging its responsibilities relating to (i) overseeing compensation of the Company’s Co-Chief Executive Officers (“**Co-CEOs**”) and other executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)), and (ii) approving and evaluating the executive officer compensation and benefit plans, policies, and programs of the Company;
- administer the Company’s incentive compensation and equity compensation plans for its directors, executive officers, employees and other service providers, including issuing stock options and other equity-based or equity-linked awards not granted pursuant to a plan; and
- prepare the report of the Committee required by the rules and regulations of the Securities and Exchange Commission (the “**SEC**”).

The Committee shall seek to ensure that the Company structures its compensation plans, policies and programs to attract and retain the best available personnel for positions of substantial responsibility, to provide incentives for such persons to perform to the best of their abilities, to maintain appropriate levels of risk and reward, and to promote success of the Company’s business. The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement or annual report on Form 10 K, to the extent required of the Company. In reviewing and approving the Company’s overall executive compensation program, the Committee shall consider the results of any stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.

The Committee has the authority to undertake specific duties and responsibilities as enumerated-in or consistent-with this charter, and has the authority to undertake other specific duties the Board from time to time prescribes.

MEMBERSHIP

The Committee shall consist of at least two Board members. Committee members shall be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board in its discretion. The Board may designate one Committee member as its chairperson. If the Board does not designate a chairperson then the Committee may designate a chairperson by majority vote of its members, provided that the Board may replace any chairperson designated by the Committee at any time. The Committee may form and delegate authority to subcommittees when appropriate.

Committee members must meet the following criteria:

- the independence requirements of the listing standards of the New York Stock Exchange (the “**Exchange**”) and the SEC; and
- any other criteria required by applicable law or the rules and regulations of the SEC, the Exchange, and such other qualifications as established by the Board from time to time.

To the extent practicable, this Charter expects Committee members to meet the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Exchange Act.

RESPONSIBILITIES

The following are the principal recurring Committee responsibilities. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Committee deem appropriate. In carrying out its responsibilities, the Committee’s policies and procedures shall remain flexible, to best react to changing conditions and circumstances. One of the Committee’s objectives shall be to use compensation to align the interests of executive officers with the long-term interests of the Company’s stockholders, thereby incentivizing the executive officers to increase stockholder value.

- annually review and approve, or make recommendations to the full Board or independent members of the Board for approval, each Co-CEO’s: (i) annual base salary, (ii) incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance or termination arrangement, transition or consulting agreement, retirement agreement, or change of control protections, (v) any signing bonus or payment of relocation costs and (vi) any other benefits, compensation or similar arrangements (including, without limitation, perquisites and any other form of compensation), including any amendments to or terminations of any of the foregoing, provided that in determining the long-term incentive component of each Co-CEO’s compensation, the Committee shall consider the Company’s performance and relative stockholder return, the value of similar incentive awards to chief executive officers of comparable companies and the awards given to such Co-CEO in past years;
- annually review and approve, or make recommendations to the full Board or independent members of the Board for approval, items (i) through (vi) in the immediately preceding bullet for the individuals deemed executive officers of the Company under Rule 16a-1(f) promulgated under the Exchange Act, other than the Co-CEOs (the “**executive officers**”), including any amendments to or terminations of any of the foregoing;
- review and approve or make recommendations to the Board or independent members of the Board any compensatory contracts or similar transactions or arrangements with current or former employees of the Company, including transition or consulting arrangements, employment contracts, retirement agreement, severance or termination arrangements, or change of control protections, including any amendments to or terminations of any of the foregoing;
- review and approve or make recommendations to the Board or independent members of the Board corporate goals and objectives relevant to the compensation of the Co-CEOs and other executive officers of the Company, evaluate performance in light thereof, and consider

factors related to the Company's performance, including accomplishment of the Company's long-term business and financial goals;

- review, establish, and administer incentive compensation plans, including (i) establishing performance objectives and certifying performance achievement, (ii) reviewing and approving all such plans and granting or amending awards pursuant to such plans in accordance with procedures and guidelines as may be established by the Board, and (iii) amending and terminating such plans, subject to obtaining any required stockholder approval;
- review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s);
- administer the Company's equity incentive plans. In its administration of the plans, the Committee may (i) grant stock options, stock purchase rights or other equity-based or equity-linked awards to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 promulgated thereunder) and (ii) amend such stock options, stock purchase rights or equity-based or equity-linked awards, in each case in accordance with procedures and guidelines as may be established by the Board. The Committee shall also make recommendations to the Board regarding amendments to the plans and changes in the number of shares reserved for issuance thereunder;
- provide oversight of the Company's overall compensation plans and benefits programs and approve or make recommendations to the Board regarding improvements or changes to such plans or programs, the termination of such plans or programs, or the adoption of new plans or programs when appropriate;
- evaluate, on a periodic basis, the competitiveness of (i) the compensation of the Co-CEOs and Company's other executive officers, and (ii) the Company's overall compensation plans;
- periodically review and approve executive compensation programs and total compensation levels, including:
 - conducting comparative analyses of total compensation relative to market;
 - quantifying maximum executive payouts under performance-based incentive plans and total payments under a variety of termination conditions, including upon a change of control; and
 - the impact of tax and accounting rules changes;
- establish and periodically review policies for senior management perquisites;
- authorize share repurchases from terminated employees pursuant to applicable law;
- in consultation with management, oversee regulatory compliance with respect to compensation matters affecting the Company;

- review and discuss with management, the Company’s Compensation Discussion and Analysis (“CD&A”) and related disclosures required by the rules and regulations of the SEC, to the extent required of the Company, and recommend the final CD&A and related disclosures to the Board for inclusion in the Company’s annual report on Form 10-K or proxy statement, to the extent required of the Company;
- oversee (including making recommendations to the Board regarding) the Company’s submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans (to the extent required under the listing standards of the securities exchange on which the Company’s securities are listed) and, in conjunction with the Nominating and Corporate Governance Committee of the Board (or its designees), engagement with proxy advisory firms and stockholders on executive compensation matters;
- review periodically the succession planning for executive officers other than the Co-CEOs, reporting its findings and recommendations to the Board, and assist the Board in evaluating potential successors to such executive officers where the Committee or the Board consider it appropriate;
- review and discuss the Company’s compensation policies and practices with management to:
 - determine whether the policies and practices encourage excessive risk-taking;
 - review the relationship between risk management policies and compensation; and
 - evaluate compensation policies and practices that could mitigate any such risk.;
- approve, or recommend to the Board for approval, the creation or revision of any clawback policy allowing the company to recoup compensation paid to employees, if and as the committee determines to be necessary or appropriate or as required by applicable law, and administer or terminate any such clawback policy; and
- if the Board or Committee establishes stock ownership guidelines for the executive officers and non-employee members of the Board, the Committee shall monitor compliance with those guidelines and periodically review such guidelines and recommend any proposed changes to the Board.

MEETINGS

The Committee shall meet as often as it deems necessary or appropriate to fulfill its responsibilities. The Committee may meet either in person, telephonically or by video conference, and at such times and places as the Committee determines. The Committee may establish its own meeting schedule, which it shall provide to the Board. The Committee chairperson shall preside at each meeting. If a chairperson is not designated or present then the Committee members present may designate an acting chairperson. The Committee may act by written consent (which may include electronic consent), which shall constitute a valid Committee action if it has been executed by each Committee member and shows the date of execution.

The Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate to fulfill its responsibilities. The Committee may also exclude

from its meetings any persons it deems appropriate, including non-employee directors who are not Committee members, to meet its responsibilities. No officer may be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet at least annually with the Co-CEOs, the Company's principal human resources executive, and any other corporate officers as it deems appropriate. The Committee should also meet regularly without such officers present.

A majority of the total number of Committee members will constitute a quorum of the Committee. If a quorum is present, a majority of the members of the Committee present will be empowered to act on behalf of the Committee.

MINUTES

The Committee shall maintain written meeting minutes, which minutes shall be filed with the minutes of the Board. Any written consent will be effective on the date of the last signature and will be filed with the minutes of the corresponding Board meeting.

REPORTS

The Committee shall report regularly to the Board (i) following Committee meetings, (ii) regarding such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the chairperson or any other Committee member designated by the Committee to make such report.

The Committee shall review and discuss with management the CD&A (if any) in the Company's annual proxy statement or annual report on Form 10 K, and produce a report on executive compensation for inclusion in the Company's annual proxy statement or annual report on Form 10 K, to the extent required of the Company.

SUBCOMMITTEES

The Committee may delegate its authority to subcommittees or individuals as the Committee deems appropriate, except to the extent such delegation would violate an applicable law, regulation or rule of any exchange upon which the Company's securities are then listed. Unless modified by action taken after the date this charter is approved, the Committee delegates to a subcommittee of the Committee made up of those Committee members who are "non-employee directors" under Rule 16b-3 of the Exchange Act the nonexclusive authority to take any actions that require the approval or certification of a committee made up solely of non-employee directors to exempt the grant and exercise of stock options from short-swing profit liability under Section 16 of the Exchange Act.

AUTHORITY TO RETAIN ADVISORS

In performing its responsibilities, the Committee shall have the authority, in its sole discretion, to engage or obtain the advice of compensation consultants, independent legal counsel and other advisors, including sole authority to retain and terminate, and to determine the terms of engagement and the extent of funding necessary for payment of reasonable compensation to, compensation consultants, independent legal counsel and other advisors retained by the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant,

independent legal counsel and other advisor retained by the Committee. Other than in-house legal counsel, the Committee may engage such consultant, counsel or advisor only after considering his or her independence, in accordance with SEC Rule 10(C)-1(b) and any other factors as may be required by the SEC or the listing standards of the Exchange. However, nothing in this charter requires a compensation consultant, or other consultant or advisor (including outside legal counsel) to be independent, and the Committee may select or receive advice from any compensation advisor it prefers, including ones that are not independent, after conducting an analysis of whether such consultant or advisor meets the independence standards. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Company shall provide appropriate funding, as determined by the Committee, to pay any compensation consultant or any other outside advisors hired by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

COMPENSATION

Committee members shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.

COMMITTEE CHARTER REVIEW

The Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended charter changes to the Board for approval. The Company shall make a copy of this charter (and the charter of any other committee that has been delegated any function of this Committee) publicly available on its website and shall disclose how to access the charter in its proxy statement.

PERFORMANCE REVIEW

The Committee shall annually review and assess its performance and present such self-assessment to the Board.