



COMPENSATION COMMITTEE CHARTER

(Effective April 25, 2024)



PURPOSE

The purpose of the Compensation Committee (the "**Compensation Committee**") of the Board of Directors (the "**Board**") of Rubrik, Inc., a Delaware corporation ("**Rubrik**"), is to act on behalf of the Board in fulfilling its responsibility to oversee Rubrik's compensation policies, plans and programs, to review and determine, or recommend to the Board for approval, as applicable, the compensation to be paid to the executive officers and directors. In addition, the Compensation Committee shall (i) when required, prepare the report of the Compensation Committee included in Rubrik's definitive proxy statement as required by the rules and regulations of the Securities and Exchange Commission (the "**SEC**"); (ii) review and approve corporate goals and objectives relevant to the compensation of Rubrik's Chief Executive Officer ("**CEO**"), including evaluation of the CEO's performance; and (iii) review and approve the compensation of (a) other Section 16 Officers (as defined below) and (b) other members of senior management in the Compensation Committee's discretion.

The term "compensation" shall include salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans.

The policy of the Compensation Committee shall be to maintain an overall compensation structure designed to attract, retain and motivate management and other employees by providing appropriate levels of risk and reward in proportion to individual contribution and performance.

COMPOSITION

- 1. Membership and Appointment.** The Compensation Committee will consist of at least two (2) members of the Board, with the exact number determined by the Board. Members of the Compensation Committee will be appointed by the Board and may be removed by the Board in its discretion.
- 2. Qualifications.** Members of the Compensation Committee must meet the following criteria as well as any additional criteria required by applicable law, the rules and regulations of the SEC, the listing standards of the securities exchange on which Rubrik's securities are listed (the "**Exchange**") or such other qualifications as are established by the Board from time to time, subject to any applicable exemptions and transition provisions:
 - each member of the Compensation Committee will meet the independence requirements of the listing standards of the Exchange, except as may otherwise be permitted by the rules of the Exchange; and
 - each member of the Compensation Committee will be a "non-employee director" as defined in Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**").
- 3. Chairperson.** The Board may designate a chairperson of the Compensation Committee. In the absence of that designation, the Compensation Committee may designate a chairperson by majority vote of the members of the Compensation Committee; provided that, the Board may replace any chairperson designated by the Compensation Committee at any time.

RESPONSIBILITIES

The following are the principal responsibilities and duties of the Compensation Committee. The Compensation Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request.

1. **Set Compensation for CEO, Other Section 16 Officers and Senior Management.** The Compensation Committee will:
 - (i) review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, (ii) together with the other independent directors of the Board, evaluate at least annually the CEO's performance in light thereof, and (iii) consider factors related to Rubrik's performance in recommending the compensation level of the CEO;
 - review and recommend to the independent directors of the Board for approval the CEO's (i) base salary, (ii) incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) offer letter, employment agreement, severance arrangement or change of control protections, including any amendment or extension thereof, and (v) other benefits, compensation or similar arrangements, if any (including, without limitation, perquisites and any other form of compensation);
 - in consultation with the CEO, review and approve (i) base salary, (ii) incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) offer letter, employment agreement, severance arrangement or change of control protections, including any amendment or extension thereof, and (v) other benefits, compensation or similar arrangements, if any (including, without limitation, perquisites and any other form of compensation) for (1) the other individuals who are "officers" of Rubrik under Rule 16a 1(f) promulgated under the Exchange Act (the "**Section 16 Officers**") and (2) such other members of senior management in the Compensation Committee's discretion; and
 - review and approve any compensatory contracts or similar transactions or arrangements with current or former Section 16 Officers and other members of senior management in the Compensation Committee's discretion, including consulting arrangements, employment contracts, severance or termination arrangements, which will include any benefits to be provided in connection with a change of control; provided, however, that any such contracts, transactions or arrangements with respect to the CEO will be approved by the independent directors of the Board.

2. **Oversee Compensation Plans and Programs.** The Compensation Committee will:
 - review, approve and administer annual and long-term incentive compensation plans for Rubrik service providers, including Section 16 Officers and other members of senior management in the Compensation Committee's discretion, including by:
 - » establishing performance objectives and certifying performance achievement;
 - » reviewing and approving all cash-based incentive plans and granting awards under such plans, other than with respect to the CEO, for which the Compensation Committee shall recommend equity award grants to the independent directors of the Board for approval; and
 - » adopting, amending and terminating any such plans, including approving changes in the cash amounts reserved for issuance thereunder.
 - administer Rubrik's equity incentive plans. In its administration of the plans, the Compensation Committee may (i) grant stock options, restricted stock units, 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) in accordance with procedures and guidelines, if any, established by the Board and (ii) amend such stock options, restricted stock units, stock purchase rights or other equity-based or equity-linked awards.

The Compensation Committee may approve, delegate or recommend that the Board delegate the authority to make equity awards in accordance with any laws and rules applicable to Rubrik, the terms of this charter and the terms of each applicable equity incentive plan; provided that such equity awards will be subject to any applicable equity award guidelines adopted by the Board or Compensation Committee. The Compensation Committee may also adopt, amend and terminate such plans, including approving changes in the number of shares reserved for issuance thereunder subject to obtaining any required stockholder approval;

- review, approve and administer the objectives and goals of any of Rubrik's employee benefit plans that the Compensation Committee deems appropriate, including by adopting, amending and terminating such plans;
- oversee Rubrik's overall compensation philosophy, and any compensation plans and benefits programs that the Compensation Committee deems appropriate, and approve, or make recommendations to the Board for approval, with respect to improvements or changes to such plans or programs or the termination or adoption of plans or programs when appropriate;
- in connection with executive compensation programs:
 - » review and approve, or recommend to the Board for approval, new executive compensation programs;
 - » review on a periodic basis the operations of Rubrik's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s); and
 - » establish, or recommend to the Board for establishment, and periodically review policies for the administration of executive compensation programs.
- periodically review executive compensation programs and total compensation levels, including the impact of tax and accounting rules changes;
- if applicable, review and recommend to the Board for approval the frequency with which Rubrik will conduct stockholder advisory votes on executive compensation (any such vote, a "**Say-on-Pay Vote**"), taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in Rubrik's proxy statement;
- periodically review and recommend to the Board the type and amount of director compensation for Board and committee service for non-management directors in accordance with applicable legal and regulatory guidelines;
- review and discuss annually with management the risks arising from Rubrik's compensation philosophy 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;
- review, adopt, amend and/or terminate, or recommend to the Board for approval, amendment or termination, and oversee stock ownership policies and/or practices applicable to members of the Board and/or Section 16 Officers, if and as the Compensation Committee determines to be necessary or appropriate; and

- review, adopt, amend and/or terminate, or recommend to the Board for approval, amendment or termination, and oversee policies and/or practices applicable to recoupment of payments provided under Rubrik's plans, if and as the Compensation Committee determines to be necessary or appropriate, or as required by law.

3. **Compliance and Governance.** The Compensation Committee will, to the extent applicable:

- review and discuss with management Rubrik's Compensation Discussion and Analysis ("**CD&A**") and related disclosures required by the rules and regulations of the SEC, to the extent required of Rubrik. The Compensation Committee will also review and recommend the final CD&A to the Board for inclusion in Rubrik's annual report on Form 10-K or proxy statement, to the extent required of Rubrik;
- prepare a report of the Compensation Committee required by the rules and regulations of the SEC to be included with Rubrik's annual report on Form 10-K or proxy statement;
- oversee Rubrik'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 Exchange) and, in conjunction with the Nominating and Corporate Governance Committee of the Board (or its designees), engagement with proxy advisory firms and other stockholder groups on executive compensation matters; and
- review and approve the selection of peer companies used for compensation analysis and best practices methodologies, competitive practices and trends.

4. **Succession Planning.** The Compensation Committee will conduct a periodic review of Rubrik's succession planning process for (i) the chief executive officer ("**CEO**"), together with the other independent directors of the Board, and (ii) any other members of Rubrik's executive management team, and assist the Board in evaluating potential successors to the CEO.

5. **Committee Charter Review.** The Compensation Committee will review and reassess the adequacy of this charter at least annually and will submit any recommended changes to this charter to the Board for approval.

6. **Performance Review.** The Compensation Committee will review and assess the performance of the Compensation Committee on an annual basis.

7. **Human Capital including Diversity, Equity and Inclusion Efforts.** The Compensation Committee will discuss with management periodically and oversee as it deems appropriate: the development, implementation and effectiveness of Rubrik's policies and strategies relating to its human capital management function, including but not limited to those policies and strategies regarding recruiting, retention, career development and progression, employment practices, and diversity, equity and inclusion efforts. The Compensation Committee will regularly review and monitor Rubrik's diversity, equity and inclusion philosophy, commitment and results.

The Compensation Committee will seek to ensure that Rubrik structures its compensation plans, policies and programs in a manner designed to attract and retain the best available talent for positions of substantial responsibility with Rubrik, to provide incentives for such persons to perform to the best of their abilities for Rubrik, to maintain appropriate levels of risk and reward, and to promote the success of Rubrik's business. In

reviewing and approving Rubrik's annual and long-term incentive compensation plans for executive officers and other senior executives, including equity incentive plans, the Compensation Committee will consider the results, if any, of the most recent Say-on-Pay Vote.

MEETINGS AND PROCEDURES

1. Meetings.

- The Compensation Committee will meet as often as it deems necessary or appropriate, but no less than two (2) times per year, at such times and places as the Compensation Committee determines. The chairperson of the Compensation Committee will preside at each meeting. The chairperson will approve the agenda for the meetings, and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Compensation Committee members present. The Compensation Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with Rubrik's bylaws. A quorum of the Compensation Committee for the transaction of business will be a majority of its members.
- The chairperson will designate a secretary for each meeting, who need not be a member of the Compensation Committee. The Compensation Committee will maintain written minutes of its meetings and actions by written consent, which minutes and actions will be filed with the minutes of the meeting of the Board.
- The Compensation Committee may invite to its meetings any Rubrik director, officer, or employee and such other persons as it deems appropriate in order to carry out its responsibilities. The Compensation Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-employee directors who are not members of the Compensation Committee. No executive officer may be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined, unless specifically invited by the Compensation Committee.

2. **Reporting to the Board of Directors.** The Compensation Committee will report regularly to the Board regarding its activities, determinations and recommendations.

3. Authority to Retain Advisors.

- The Compensation Committee will have the authority, in its sole discretion, to select and retain any compensation consultant, outside legal counsel, and such other advisors (each, an "**Advisor**") as necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in this charter. The Compensation Committee will be directly responsible for the compensation and oversight of the work of any Advisor retained by the Compensation Committee. Rubrik will provide appropriate funding, as determined by the Compensation Committee, to pay any such Advisors hired by the Compensation Committee and any administrative expenses of the Compensation Committee that the Compensation Committee determines are necessary or appropriate in carrying out its activities.
- Prior to selecting, retaining and receiving advice from an Advisor (other than Rubrik's in-house legal counsel), the Compensation Committee must take into consideration the independence factors set forth in the listing standards of the Exchange and the applicable rules of the SEC, as in effect from time to time.

- The Compensation Committee may retain, or receive advice from, any Advisor it prefers, including Advisors that are not independent, after considering the requisite independence factors. Notwithstanding the foregoing, the Compensation Committee is not required to assess the independence of any Advisor that acts in a role 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 and that is generally available to all salaried employees and/or (ii) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor does not provide advice.
 - The authority granted to the Compensation Committee pursuant to this charter to retain Advisors will not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties under this charter.
 - The Compensation Committee will evaluate whether any Advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
4. **Delegation.** When appropriate and permissible under legal or regulatory requirements, the Compensation Committee may delegate authority to one or more directors or authorized officers of Rubrik, who need not be members of the Compensation Committee. The Compensation Committee will not delegate any power or authority required by law, regulation or listing standard to be exercised by the Compensation Committee as a whole.
 5. **Compensation.** Members of the Compensation Committee will receive such fees or other compensation, if any, for their service as Compensation Committee members as may be determined by the Board in its sole discretion.
 6. **Duly Authorized Actions.** Any actions taken by the Compensation Committee during any period in which one or more members fail for any reason to meet the membership requirements set forth in this charter will be nonetheless duly authorized actions of the Compensation Committee for all corporate purposes, except to the extent required by law or determined necessary by the Compensation Committee to satisfy regulatory or listing standards.
 7. **Publication.** Rubrik will make this charter freely available to stockholders on request and, provided that Rubrik is subject to the periodic reporting requirements of the Exchange Act, will publish it on Rubrik's website.

