



# **CHARTER OF THE CYBERSECURITY COMMITTEE OF THE BOARD OF DIRECTORS OF RUBRIK, INC.**



## PURPOSE

The purpose of the Cybersecurity Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Rubrik, Inc. (the “**Company**”) is to assist the Board in fulfilling its oversight responsibility with respect to the management of cybersecurity risks related to the Company’s products and services as well as its information technology and network systems, including overseeing the Company’s implementation and maintenance of cybersecurity measures, data governance, and compliance with security laws.

## MEMBERSHIP

The Board will determine the size and composition of the Committee, which may change from time to time. The members of the Committee will be appointed by and serve at the discretion of the Board. Each member will serve until such member’s successor is duly appointed or such member’s earlier resignation, removal, or death. The members of the Committee may be removed, with or without cause, by a majority vote of the Board, and vacancies occurring on the Committee for any reason will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “**Chair**”). If the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote.

## RESPONSIBILITIES

The Committee will have the responsibilities set forth below. The Committee’s authority to fulfill these responsibilities is not exclusive, and the Board retains all authority to fulfill any responsibilities in accordance with applicable law.

- 1. Information Technology and Network Systems.** The Committee will oversee the quality and effectiveness of the Company’s policies, procedures, plans, and execution with respect to the cybersecurity of its information technology and network systems.
- 2. Product Security.** The Committee will oversee the quality and effectiveness of the Company’s policies, procedures, plans, and execution with respect to the cybersecurity of its products and services.
- 3. Cybersecurity Risks and Incident Response.** The Committee will oversee the Company’s management of risks from cybersecurity threats, including by reviewing and providing oversight on the Company’s policies and procedures (i) for assessing, identifying, and managing material risks from cybersecurity threats; (ii) for informing the Committee of cybersecurity risks; and (iii) in preparation for responding to cybersecurity incidents. The Committee will oversee the Company’s compliance with disclosure obligations in public filings regarding material security incidents and its cybersecurity risk management and governance.
- 4. Data Governance.** The Committee will oversee policies, procedures, plans, and execution of the foregoing that are intended to protect the security, confidentiality, availability, and integrity of the Company’s data or data in its custody.
- 5. Artificial Intelligence Cybersecurity Risk.** The Committee will review periodically with management the cybersecurity risks related to the Company’s use of artificial intelligence in connection with its products and services and information technology and network systems, as well as the effectiveness of the Company’s policies, procedures, and execution thereof at addressing such risks.

6. **Security Certifications.** The Committee will periodically review the Company's security certification program, including its current and planned certifications, the regulations and market opportunities such certifications are intended to address, the Company's achievement of its plans, and the Company's relative performance compared to its competitors.
7. **Compliance Risks and Internal Audits.** The Committee will oversee the effectiveness of the Company's security compliance functions and may review any internal audit results related to cybersecurity.
8. **Cyber Insurance.** The Committee may advise the Board as to the adequacy of the Company's cyber insurance policies.
9. **Committee Charter Review.** The Committee will review and reassess the adequacy of this Charter periodically and will submit any recommended changes to the Charter to the Board for approval.
10. **General Authority.** The Committee will perform such other functions and have such other powers as may be necessary or appropriate in complying with applicable law, rules, regulations, or this Charter.
11. **Reporting to the Board.** From time to time, or when requested by the Board, the Chair of the Committee will report to the Board about the Committee's activities and recommendations.

The function of the Committee is primarily one of oversight. The members of the Committee are not employees of the Company, and they do not perform management's functions with respect to the Company's products and services or information technology and network systems, including cybersecurity. The Committee relies on the expertise and knowledge of management in carrying out its oversight responsibilities. It is not the Committee's responsibility to manage the Company's products and services or information technology and network systems, or to ensure that Company's cybersecurity measures are complete and effective, conform to applicable standards, or otherwise comply with applicable laws and the Company's policies.

## **ACCESS, ADVISORS, AND EXPENSES**

The Committee may conduct or authorize studies of, or investigations into, matters within the Committee's scope of responsibility, with full access to all books, records, documents, facilities, and personnel of the Company.

The Committee will have the authority, in its sole discretion, to select and retain independent counsel and such other advisors (each an "Advisor") as it deems necessary or appropriate to assist with the execution of its duties as set forth in this Charter. The Company will provide appropriate funding, as determined by the Committee, to pay any Advisors hired by the Committee and any administrative expenses of the Committee that the Committee determines are necessary or appropriate in carrying out its activities.

## **MEETINGS AND PROCEDURES**

The Committee will meet whenever its members deem a meeting necessary or appropriate. The Chair, in consultation with the other members of the Committee, will determine dates, times, and places of Committee meetings. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held in person or via telephone or video conference. The Committee will maintain written minutes of its meeting. The Committee may act by unanimous written consent in lieu of a meeting in accordance with the Company's Amended and Restated Bylaws, as may be amended from time to time; when it does so, those actions will be filed in the minute book.

## **COMPENSATION**

Members of the Committee will receive such fees or other compensation, if any, for their service as Committee members as may be determined by the Board in its sole discretion.

## **DELEGATION**

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.

By approving this Charter, the Board delegates authority to the Committee with respect to the responsibilities described herein.

## **Charter History**

- Adopted by the Board on September 11, 2025.

