

## Robinhood Markets, Inc.

### CHARTER OF THE PEOPLE AND COMPENSATION COMMITTEE

The Board of Directors (the “**Board**”) of Robinhood Markets, Inc. (the “**Company**”) has established the People and Compensation Committee (the “**Committee**”) and has adopted this Committee Charter (this “**Charter**”).

This Charter defines the duties and responsibilities of the Committee.

#### **Purpose**

The Committee shall assist the Board in fulfilling its fiduciary responsibilities with respect to compensation matters, including

- evaluating, reviewing, approving and/or recommending executive officer and director compensation arrangements, plans, policies and programs maintained by the Company;
- administering the Company’s executive bonus plans or programs and equity-based compensation plans;
- providing oversight of the Company’s other compensation policies and plans and overall compensation philosophy; and
- providing oversight of the Company’s human capital management and related policies, strategies and initiatives.

The Committee may also make recommendations to the Board regarding any other Board responsibilities relating to executive compensation. This Charter sets forth the authority and responsibility of the Committee in fulfilling its purpose.

The responsibilities and duties of the Committee shall be to determine the form and amount of compensation to be paid or awarded to any “officer” as defined in Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and any other senior executive as designated by the Committee (collectively, the “**Executive Officers**”) and directors of the Company, as well as such additional responsibilities and duties as may be set forth in this Charter or requested of the Committee by the Board from time to time.

#### **Membership**

The Committee shall consist of two or more members of the Board, with the exact number determined by the Board. All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board shall designate one of the Committee members to serve as the Chair of the Committee. In the absence of that designation, the members of the Committee may elect a Chair by majority vote of all members.

Each member of the Committee shall qualify as independent, as determined in accordance with the listing standards of the Nasdaq Stock Market (“**Nasdaq**”) and the rules of the Securities and Exchange Commission (the “**SEC**”) as in effect from time to time. Each member shall also meet any other

requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

### **Committee Resources and Information**

The Committee shall have the authority to select, retain, oversee, and terminate advisors, including legal counsel, accountants, and other experts, to assist the Committee as the Committee deems necessary, in its discretion, to fulfill its mandates under this Charter, including any studies or investigations, and will have direct oversight of the work performed by such advisors. The Committee shall also have the authority to compensate, at the expense of the Company, such advisors and employ such resources as are necessary to fulfill its mandates under this Charter. In connection with the retention of such advisors (other than in-house legal counsel), the Committee will consider all factors related to the independence of such advisors to the extent required under the Nasdaq listing standards and rules of the SEC, including, but not limited to, the factors enumerated in Section 10C-1 of the Exchange Act. Nothing in this Charter requires that such advisors be independent, only that the Committee consider the enumerated independence factors before selecting and annually thereafter, or receiving advice from, such advisors. The Committee will also consider 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.

The Committee shall not be required to implement or act consistently with the advice or recommendations of any advisor, and the authority to engage advisors granted to the Committee pursuant to this charter shall not affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties under this charter.

In its discretion, the Committee may consult with or request information from management about any other compensation programs, plans or arrangements, including any incentive compensation plans, for any officers or employees of the Company.

### **Duties and Responsibilities**

The principal responsibilities and duties of the Committee shall include:

#### **Compensation for Executive Officers and Directors**

- (a) Annually review and approve the corporate and/or individual goals and objectives applicable to the compensation of the Chief Executive Officer of the Company (the “**CEO**”), evaluate the CEO’s performance in light thereof, and consider factors related to the performance of the Company in approving the compensation level of the CEO;
- (b) Establish, review and approve the compensation of the CEO (including salary, bonuses, equity-based awards, material perquisites, and any other compensation);
- (c) Annually review and approve the corporate and/or individual goals and objectives applicable to the compensation of the Company’s Executive Officers other than the CEO (the “**Non-CEO Executive Officers**”);
- (d) Establish, review and approve the compensation of the Non-CEO Executive Officers, including salary, bonuses, equity-based awards, material perquisites, and any other compensation. The

Committee may take into account the recommendations of the CEO with respect to the compensation of the Non-CEO Executive Officers;

- (e) Consider the results of shareholder advisory (“**say-on-pay**”) votes on executive compensation when establishing, reviewing and approving the compensation of the Executive Officers;
- (f) Review and approve the selection of the companies in the Company’s peer group(s) for the purposes of benchmarking Executive Officer compensation and non-employee director compensation;
- (g) Periodically review and recommend to the Board the type and amount of compensation to be paid or awarded to non-employee directors, including any cash retainers, meeting fees, and equity-based awards;

#### **Incentive, Equity-Based and Other Compensation Plans**

- (h) Establish, review, approve, and interpret non-equity incentive compensation plans for Executive Officers, approve awards under such plans, and approve changes to such plans and awards as the Committee deems appropriate;
- (i) Administer and interpret the Company’s equity incentive plans, programs, and arrangements and the agreements thereunder, including the establishment and material amendment of guidelines, sub-plans, and forms of award agreement, interpretation of plan documents, and exercise of such other power and authority as may be permitted or required under such plans, including approving, and amending grants of equity-based awards pursuant to such plans or outside of such plans;
- (j) Periodically review the Company’s stock ownership guidelines for Executive Officers and non-employee directors, approve amendments or exceptions thereto as the Committee deems appropriate, and annually assess compliance with such guidelines;
- (k) Periodically review the Company’s equity-based incentive plans, and where appropriate, recommend to the Board amendments thereto, including with respect to the aggregate number of shares reserved for issuance thereunder;
- (l) Review, adopt, amend (or, if applicable, make such recommendations to the Board), and administer clawback policies and practices, as the Committee deems appropriate, or as required by applicable law;

#### **Exchange Act Reports**

- (m) Review and discuss with management the Compensation Discussion and Analysis (the “**CD&A**”); based on the review and discussion, approve the CD&A for inclusion in the Company’s annual proxy statement or annual report on Form 10-K; and prepare an annual Report of the People and Compensation Committee for the Company’s annual proxy statement or annual report on Form 10-K;
- (n) Consider the results of shareholder advisory votes regarding the frequency with which shareholders will be asked to provide a say-on-pay vote and recommend to the Board how often

(every year, every other year, or every three years) a say-on-pay vote will be presented in the Company's annual proxy statement;

**Other**

- (o) Review and approve the terms of offer letters, employment agreements, severance agreements, change in control agreements, indemnification agreements and other material compensatory agreements between the Company and the Executive Officers as well as any material amendments to any of the foregoing;
- (p) Periodically review the Company's leadership development programs and succession planning process for the Executive Officers;
- (q) Assist the Board in its oversight of the Company's other policies and strategies relating to workplace culture and human capital management;
- (r) To the extent necessary or appropriate, establish, review, approve, interpret and amend any of the Company's other employee benefit plans;
- (s) At least annually review management's assessment of major risk exposures associated with the Company's compensation programs, policies and practices and the mitigation thereof;
- (t) Review and assess the independence of any potential compensation consultant, outside legal counsel, or other advisor to the Committee (provided that no such assessment is required to the extent such persons are (i) consulting on broad-based plans that do not discriminate in favor of Executive Officers or directors or (ii) providing non-customized compensation information or information customized using parameters not developed by such person and about which such person does not provide advice);
- (u) Carry out any other duties and responsibilities assigned to it by the Board, to the extent permitted by law and the Company's Certificate of Incorporation and Bylaws; and
- (v) Review its performance and this Charter annually and recommend any proposed Charter changes to the Board.

**Committee Meetings and Actions**

The Committee shall meet a sufficient number of times in order to carry out the mandated requirements of this Charter, but no less than three times each year, and at such times and places as the Committee determines. A majority of the members of the Committee shall constitute a quorum. The Committee shall also meet periodically, and at least once each year, in separate executive sessions during regularly scheduled meetings.

Any action required or permitted to be taken at any meeting of any Committee may be taken without a meeting if all members of the Committee consent thereto in writing or via electronic communications.

### **Subcommittees and Delegations**

The Committee may delegate any of its authorities or responsibilities to one or more subcommittees of one or more members of the Committee or committees of other individuals as the Committee deems appropriate, except to the extent such delegation would violate an applicable tax, corporate or securities law, regulation or Nasdaq listing standard. If designated, any subcommittee of members or other committee of individuals, as applicable, will establish its own schedule and maintain written minutes of its meetings.

### **Minutes and Reports**

The Committee shall regularly report on its meetings, actions and recommendations to the Board or as otherwise requested by the Board; and the Committee or its designee shall prepare minutes of each meeting and shall cause such minutes, as approved by the Committee, to be made available for review by any member of the Board.

### **Conflicts Between Documents**

Any conflict between the terms of this Charter and the terms of a plan or contract shall be resolved in favor of the terms of that particular plan or contract.

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein, except where such action is required by applicable law or Exchange listing standards to be taken by the Committee.