



CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF SNOWFLAKE, INC.

PURPOSE

The purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Snowflake Inc. (the "**Company**") is to:

- help the Board oversee the Company's compensation policies, plans, and programs with the goal of attracting, incentivizing, retaining, and rewarding top quality executive management and achieving Company results;
- review and determine the compensation to be paid to the Company's Executive Officers and directors;
- review and discuss with management the Company's compensation disclosures in the "Compensation Discussion and Analysis" section of the Company's annual reports, registration statements, proxy statements, or information statements filed with the Securities and Exchange Commission (the "**SEC**"); and
- prepare and review the Committee report on executive compensation included in the Company's annual proxy statement in accordance with applicable rules and regulations of the SEC in effect from time to time.

For purposes of this Charter:

- The term "**compensation**" includes salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits, and other related benefits and benefit plans.
- "**Exchange Rules**" mean the rules, regulations, and requirements of the stock exchange that lists the Company's stock, taking into account any exceptions permitted by such stock exchange.
- "**Executive Officers**" means, collectively, "executive officers" as defined under Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and "**officers**" as defined under Rule 16a-1(f) of the Exchange Act.

MEMBERSHIP

The members of the Committee, including the chairperson of the Committee (the "**Chair**"), 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 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 Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

The Board will determine the exact size of the Committee. The Committee will consist of at least three members of the Board, and each member of the Committee will satisfy:

- the independence requirements imposed by the SEC, as well as the Exchange Rules;
- the “non-employee director” requirements under Rule 16b-3 of the Exchange Act;
- any other qualifications determined by the Board; and
- any other requirements imposed by applicable law and the Exchange Rules.

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 and the Exchange Rules.

1. Executive Compensation. The Committee will review, evaluate, and approve employment agreements, severance agreements, change-of-control protections, corporate performance goals and objectives relating to compensation, and other compensatory arrangements of the Company’s chief executive officer (“*CEO*”), Executive Officers, and, in its discretion, any other member of senior management.

2. Administration of Incentive Plans. The Committee will have full power and authority to (i) adopt, approve, amend, terminate, and administer all cash-based and equity-based incentive compensation plans and arrangements, and the cash amounts and aggregate numbers of shares reserved for issuance thereunder, after taking into consideration the Company’s strategies with respect to cash-based and equity-based compensation, and (ii) administer the Company’s pension and profit-sharing plans, bonus plans, benefit plans, and other similar programs, and, in connection with either of foregoing, establish, adopt, approve, review, amend, waive, and terminate guidelines (including but not limited to stock ownership guidelines), interpret plan documents, select participants, approve grants and awards, including equity awards, approve modifications to awards, and exercise other power, as appropriate. 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.

3. 401(k) and Deferred Compensation Plans. The Committee will administer and, if it deems necessary, amend the Company’s 401(k) plan and any deferred compensation plans (collectively, the “*Designated Plans*”), and, if desired, delegate the routine administration of the Designated Plans to an administrative committee consisting of employees of the Company named by the Committee.

4. Selection, Use of Compensation Consultants and Other Advisors. The Committee will have sole responsibility for the appointment, selection, retention, and termination of any compensation consultant, outside legal counsel, or other advisor that is engaged in accordance with the Committee’s authority hereunder. The Committee will also have sole responsibility for overseeing the work of any such compensation consultants, outside legal counsel, or any other advisors engaged for the purpose of advising the Committee. These compensation consultants, outside legal counsel, or other advisors will report directly to the Committee, at the Company’s expense. The Committee may select compensation consultants,

outside legal counsel and other advisors to the Committee only after assessing the independence of these persons in accordance with the Exchange Rules. If necessary, the Committee will review and discuss with management (i) any conflicts of interest arising from the work of any compensation consultant, outside legal counsel, or other compensation advisors engaged by the Committee, and (ii) any necessary disclosure in the Company's annual proxy statement required by the Exchange Rules or applicable law.

5. Committee Reports. The Chair will regularly report to the Board about the Committee's activities, actions, and recommendations.

6. Overall Compensation Strategy. The Committee will review the Company's overall compensation strategy and policies, including base salary, incentive compensation, and equity-based grants, to assure that they promote stockholder interests and support the Company's strategic objectives, and that they provide for appropriate rewards and incentives for the Company's management and employees without encouraging undue or inappropriate risk. In connection with the foregoing, the Committee will review compensation practices and trends to assess the adequacy and competitiveness of the Company's executive compensation programs as compared to companies in the Company's industry.

7. Risk Management. The Committee will review the Company's employee compensation practices and policies as they relate to risk management and risk-taking incentives, to determine if such compensation policies and practices are reasonably likely to have a material adverse effect on the Company, and take such determinations into account in discharging the Committee's responsibilities.

8. Annual Review of Executive Performance and Compensation. The Committee will annually review and approve the goals and objectives to be considered in determining the compensation of the Company's CEO and Executive Officers, and evaluate their performance in light of these goals and objectives.

Based on this evaluation, the Committee will have the sole authority, subject to any approval by the Board that the Board, the Committee, or legal counsel determines to be desirable or required by applicable law or Exchange Rules, to make decisions regarding: (i) the salary paid to the CEO or other Executive Officers; (ii) the grant of any cash-based incentive compensation and equity-based compensation to the CEO or other Executive Officers; (iii) the entering into or amendment or extension of any offer letter, employment contract, or similar arrangement with the CEO or other Executive Officers; (iv) the entering into or amendment or extension of any CEO or other Executive Officer severance or change in control arrangements; and (v) any other CEO or other Executive Officer compensation matters; provided that the Committee may take account of the recommendations of the Board (or any Board member) with respect to CEO and other Executive Officer compensation, as well as the recommendations of the CEO with respect to other Executive Officer compensation. The Committee may also undertake these responsibilities for any member of senior management that is not an Executive Officer.

9. Say on Pay Vote. In connection with its evaluation of CEO and Executive Officer compensation, the Committee will consider the results of the most recent stockholder vote on executive compensation (a "say-on-pay" vote), to the extent applicable, and make recommendations to the Board to adjust Company compensation practices in response thereto if any.

10. Compensation of Directors. The Committee will review and recommend to the Board for its approval the type and amount of compensation to be paid or awarded to Board members.

11. Compensation Discussion and Analysis. The Committee will review and discuss with management the Company's "Compensation Discussion and Analysis" as included in any filing with the SEC.

12. Management Succession. The Committee will review and evaluate with the CEO the succession plans for the Company's Executive Officers, including the CEO, and make recommendations to the Board with respect to the selection of appropriate individuals to succeed these positions.

13. Other Matters.

- Proxy Statement Compensation Committee Report. The Committee will prepare and review the Committee report on executive compensation to be included in the Company's annual proxy statement in accordance with applicable Exchange Rules or applicable law.
- Employee Loans. The Committee will periodically review the Company's policies and practices with respect to employee loans. The Committee will not approve any arrangement in which the Company, directly or indirectly, extends or maintains credit, arranges for the extension of credit, or renews an extension of credit, in the form of a personal loan to or for any director or Executive Officer (or equivalent thereof) of the Company. The Committee will assist the Board and management of the Company in complying with this prohibition.
- Committee Self-Assessment. The Committee will annually evaluate its performance and the adequacy of this Charter, using the process established by the Nominating and Governance Committee of the Board.
- 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.

ACCESS 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 may also pay, at the Company's expense, ordinary administrative expenses it deems appropriate in carrying out its duties.

MEETINGS AND MINUTES

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, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law.

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 Compensation 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. By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities.

In addition, the Committee may adopt an equity grant policy and delegate to the CEO, as a subcommittee of the committee, the authority to approve cash awards or make equity grants to employees of the Company or of any subsidiary of the Company who are not Executive Officers or directors of the Company, provided that in the case of grants of options or stock appreciation rights, the price per share of any grant by the CEO is no less than the fair market value of the Company's common stock on the date of grant; provided further that, while such delegation may include the authority to grant options, performance shares, stock appreciation rights, phantom stock, restricted stock units, and other types of equity awards that may be permitted under the Company's equity-based compensation plans, such delegation will not include authority to grant restricted stock awards or stock bonus awards unless the CEO is a director of the company; and provided further that any exercise of this authority must be within the limits imposed by such equity grant policy and applicable law and the Exchange Rules. The CEO (or his or her designee) shall periodically report to the Committee members in writing (which includes email) any equity grants made pursuant to this provision, which report shall include each grantee's name, grant date, type of award, exercise price (if applicable), and number of shares.



CHARTER HISTORY

Adopted by the Board of Directors on May 16, 2018.

Amended December 11, 2019.

Amended August 21, 2020