

People and Compensation Committee Charter



I. Purpose

The purpose of the People and Compensation Committee (the “*Committee*”) is to oversee the discharge of the responsibilities of the Board of Directors (the “*Board*”) of Airbnb, Inc., a Delaware corporation (the “*Company*”), relating to compensation of the Company’s executive officers and directors and review policies, programs, and initiatives focusing on leadership development and belonging.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (the “*Nasdaq*”), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws. If the Committee includes any director who is not a “Non-Employee Director,” as defined under Rule 16b-3(b) (3) promulgated under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), such director shall not vote in the Committee’s (or any subcommittee of the Committee’s) approval of any equity grants made to members of the Board or the Company’s officers under Rule 16a-1(f) promulgated under the Exchange Act. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures, and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s bylaws and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.



IV. Duties and Responsibilities

- 1. CEO Compensation.** The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.
- 2. Other Executive Officer Compensation.** The Committee will review and set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer.
- 3. Employment Agreements.** The Committee will review and approve any employment and severance agreements arrangements for the Company's executive officers.
- 4. Director Compensation.** The Committee will review and make recommendations to the Board regarding director compensation.
- 5. Compensation Plans.** The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation plans and arrangements, retirement plans, and equity-based plans and arrangements (the "Plans"). The Committee has full authority to administer the Plans (except to the extent the terms of a Plan require administration by the fully Board), and to make grants of cash-based and equity-based awards under the Plans.
- 6. Compensation Discussion and Analysis.** The Committee will review and discuss with management the Company's "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.
- 7. Clawback Policy.** The Committee will administer and oversee the Company's compliance with the compensation recovery policy required by applicable U.S. Securities and Exchange Commission and Nasdaq rules.
- 8. Compensation Philosophy and Alignment with Multi-Stakeholder Approach.** The Committee will review and discuss annually with management and the Board (and any committees thereof the Committee deems appropriate) the Company's compensation philosophy and practices, including executive and employee incentive compensation plans and arrangements, including whether such philosophy and practices are appropriately aligned with the Company's goal of serving all stakeholders over the long-term.
- 9. Compensation Risk Matters.** The Committee will review and discuss annually with management the risks arising from the Company'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.
- 10. Leadership Inclusion and Belonging.** Review periodically the Company's policies, programs, and initiatives focusing on inclusion and belonging with respect to the Company's leadership.
- 11. Committee Report.** The Committee will prepare the annual People and Compensation Committee Report.



- 12. Reports to the Board of Directors.** The Committee must report regularly to the Board regarding the activities of the Committee.
- 13. Committee Self-Evaluation.** The Committee must annually perform an evaluation of the performance of the Committee.
- 14. Review of this Charter.** The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee also has the authority to authorize one or more officers of the Company to grant rights, options or other equity awards to officers (other than executive officers) and employees, in a manner that is in accordance with applicable law.