

SNAP INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

APPROVED BY THE BOARD OF DIRECTORS
March 2020

PURPOSE AND POLICY

The purpose of the Compensation Committee of Snap Inc. is to:

- oversee Snap Inc.'s compensation policies, plans, and programs;
- review and determine the compensation to be paid to Snap Inc.'s executive officers and directors;
- when required, review and discuss with management Snap Inc.'s compensation disclosures in the "Compensation Discussion and Analysis" section (the "CD&A") of Snap Inc.'s annual reports, registration statements, proxy statements, or information statements filed with the Securities and Exchange Commission (the "SEC"); and
- prepare and review the Compensation Committee report on executive compensation included in Snap Inc.'s annual report in accordance with the SEC's applicable rules and regulations.

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

COMPOSITION

The members of the Compensation Committee, including the Chair, will be appointed by and serve at the discretion of the Board. Compensation Committee vacancies will be filled by the Board. If a Board member resigns or is removed from the Board, then that member will be automatically removed from the Compensation Committee. The Compensation Committee will consist of at least two members of the Board.

Each member of the Compensation Committee will satisfy:

- the independence requirements imposed by the SEC and the stock exchange that lists the Company's stock;
- the "non-employee director" requirements under Rule 16b-3 of the Securities Exchange Act of 1934, as amended;
- the "outside director" requirements under Section 162(m) of the Internal Revenue Code of 1986; and
- any other qualifications established by the Board.

AUTHORITY

The Compensation Committee will have access to all books, records, facilities, and personnel of Snap Inc. as deemed necessary or appropriate by any member of the Compensation Committee, including human resources personnel preparing the CD&A for Snap Inc.'s public filings. If the Compensation Committee concludes that it must retain legal, accounting, or other outside advisors or compensation consultants to help evaluate director and officer compensation, it may do so and determine compensation and other retention terms for those advisors at the expense of Snap Inc. The Compensation Committee may also pay, at the expense of Snap Inc., ordinary administrative expenses it deems appropriate in carrying out its duties. The Compensation Committee will have authority to require that any of the Snap Inc. personnel, legal, accounting, or other outside advisors attend any meeting of the Compensation Committee or meet with any member of the Compensation Committee or any of its special, legal, accounting, or other outside advisors.

The Compensation 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 Compensation 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 Compensation Committee with respect to the responsibilities set forth below.

RESPONSIBILITIES

The Compensation Committee's responsibilities—which are set forth below—should be construed liberally and remain flexible to account for changing circumstances and needs. The Compensation Committee may supplement its duties as appropriate and establish policies and procedures consistent with applicable rules and regulations.

1. Overall Compensation Strategy. The Compensation Committee will review, modify, and oversee Snap Inc.'s overall compensation strategy and policies, including:

- reviewing, evaluating, and approving all elements of the employment agreements, individual advisory/consulting agreements, severance agreements, change-of-control protections, corporate performance goals, and objectives relating to the compensation and other compensatory arrangements and terms of employment of current or former executive officers and other senior management, taking into consideration the person's success in achieving their individual performance goals and objectives and the corporate performance goals and objectives that the Compensation Committee deems relevant;

in consultation with Snap Inc.'s Chief Executive Officer, review at least annually each Snap Inc. executive officer's base salary, incentive bonus, equity compensation, employment agreement, and any other benefits, compensation, or similar arrangements;

- evaluating and approving the compensation plans and programs advisable for Snap Inc. and evaluating and approving the modification or termination of existing plans and programs;

- establishing equity compensation policies to appropriately balance the perceived value of equity-compensation and the dilutive and other costs of that compensation to Snap Inc.;
- reviewing compensation practices and trends to assess the adequacy and competitiveness of Snap Inc.'s executive-compensation programs as compared to companies in Snap Inc.'s industry and peer group and exercise its judgment in determining the appropriate levels and types of compensation to be paid;
- approving any loans by Snap Inc. to employees;
- reviewing Snap Inc.'s practices and policies of employee compensation as they relate to risk management and risk-taking incentives, to determine if those compensation policies and practices are reasonably likely to have a material adverse effect on Snap Inc.; and
- evaluating the efficacy of Snap Inc.'s compensation policy and strategy in achieving expected benefits to Snap Inc. and otherwise furthering the Compensation Committee's policies.

2. Compensation of Chief Executive Officer. The Compensation Committee will review and approve the compensation and other terms of employment of Snap Inc.'s Chief Executive Officer, and evaluate the Chief Executive Officer's performance in achieving corporate performance goals and objectives. The criteria for evaluating the Chief Executive Officer's performance will include:

- fostering a corporate culture that promotes the highest level of integrity and the highest ethical standards;
- developing and executing Snap Inc.'s long-term strategic plan and conducting the business of Snap Inc. in a manner appropriate to enhance long-term stockholder value;
- achieving the Chief Executive Officer's individual performance goals and objectives; and
- achieving any other corporate performance goals and objectives deemed relevant to the Chief Executive Officer and adopted by the Compensation Committee.

The Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation, but may be present (but not vote) during the voting and deliberations regarding the compensation of the other executive officers and senior management.

3. Compensation of Directors. The Compensation 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.

4. Use of Compensation Consultants and Other Advisors. The Compensation Committee

will have sole authority to select, retain, and terminate any compensation consultant, legal counsel, or any other advisors engaged to advise the Compensation Committee. Any advisors retained by the Compensation Committee will be expensed to Snap Inc. The Compensation Committee will select compensation consultants, legal counsel, and other advisors by taking into account the independence requirements required by the stock exchange that lists the Company's stock. If necessary, the Compensation Committee will review potential conflicts of interest from the work of any compensation consultant, legal counsel, or other advisors engaged. The Compensation Committee will also review any conflicts-related disclosure in Snap Inc.'s annual report required by the stock exchange that lists the Company's stock or applicable law.

5. Administration of Benefit Plans. The Compensation Committee will have the authority to adopt, amend, terminate, and administer Snap Inc.'s equity awards, pension, and profit sharing plans, bonus plans, benefit plans and other similar programs. The Board retains the right to act on all such matters without limiting the Compensation Committee's authority, subject to compliance with applicable laws and regulations. Any equity awards that also include voting rights will be presented to the Board for review and approval.

6. Compensation Discussion and Analysis. The Compensation Committee will review and discuss with management Snap Inc.'s CD&A.

7. Management Succession. The Compensation Committee will review and evaluate with the Chief Executive Officer the succession plans for Snap Inc.'s executive officers and make recommendations to the Board.

8. Other Matters.

- **Committee Report.** The Compensation Committee will prepare and review the Compensation Committee report on executive compensation to be included in Snap Inc.'s annual report in accordance with applicable SEC rules and regulations.
- **Committee Self-Assessment.** The Compensation Committee will annually evaluate its performance and the adequacy of this charter.
- **General Authority.** The Compensation Committee will perform any other functions and have any other powers that may be necessary or appropriate to discharge this charter.

MEETINGS AND MINUTES

The Compensation Committee will meet whenever its members deem a meeting necessary or appropriate. The Compensation Committee will meet at least twice per year, but may meet more frequently if its members deem doing so necessary or appropriate. The Compensation Committee will determine where and when to meet and provide this schedule in advance to the Board.

Unless the Compensation Committee directs otherwise, each regularly scheduled meeting will conclude with an executive session that excludes members of management. From time to time, or when requested by the Board, the Chair of the Committee will report to the Board.

The Compensation Committee will maintain written minutes of its meeting and regularly report

to the Board on its actions and recommendations. The Compensation Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book.