

Thoughtworks Holding, Inc.

Compensation and Talent Committee Charter

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Purpose

Thoughtworks purpose is to create an extraordinary impact on the world through our culture and technology excellence. Our people are at the center of our purpose and fostering a vibrant community where people have the freedom to make an extraordinary impact on the world through technology is the responsibility of every Thoughtworker. The Compensation and Talent Committee (the “Compensation and Talent Committee”) of the board of directors (the “Board”) of Thoughtworks Holding, Inc. (the “Company”) supports this purpose by:

- assisting the Board with oversight of executive compensation and the Company’s talent strategy for its executive management;
- reviewing and determining the compensation of executive officers. For purposes of this policy, “Executive Officers” shall mean any officer of the Company whom the Board has determined is subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- administering the Company’s equity plans and certain other Company plans in which the Company’s Executive Officers are eligible to participate;
- reviewing, discussing with management, assisting in the preparation of, and approving the “compensation discussion and analysis” for inclusion in the Company’s annual proxy statement and/or Form 10-K and perform the specific duties and responsibilities set forth herein;
- overseeing the company’s diversity and inclusion programs and planning for human capital management;
- overseeing management succession planning and assessment of leadership development by management; and
- engaging in such other matters as may from time to time be specifically delegated to the Committee by the Board.

Membership

Membership Requirements: The Compensation and Talent Committee shall consist of three or more members of the Board, subject to any cure period from such requirement available to the Company under the rules of Nasdaq, Inc. (“Nasdaq”) or the Exchange Act. The Board shall designate a member of the Compensation and Talent Committee as the chairperson based on recommendations of the Nominating and Corporate Governance Committee (the “Chairperson”).

Independence: The Company currently is a “controlled company” as defined in the rules of Nasdaq. As a result of the Company’s controlled company status, the Compensation and Talent Committee is not required to be composed solely of independent directors. At such time as the



Company is no longer a controlled company, and after any permissible phase-in period, each member of the Compensation and Talent Committee shall be independent in accordance with the requirements of Rule 10C-1 under the Exchange Act, and the rules of Nasdaq. At least two members of the Compensation and Talent Committee shall qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Exchange Act.

Appointment/Term/Removal: Subject to the terms and conditions of that certain Director Nomination Agreement, among the Company and certain stockholders of the Company (the “Director Nomination Agreement”) dated September 17, 2021, the members of the Compensation and Talent Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee. The members of the Compensation and Talent Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Compensation and Talent Committee at any time with or without cause.

Structure and Operations

Leadership: The Chairperson will chair all meetings of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside for that meeting.

Meetings: The Compensation and Talent Committee shall meet at least four times annually at such times and places as it deems necessary to fulfill its responsibilities. The Chairperson of the Board or the Chairperson may call a meeting of the Compensation and Talent Committee. The Compensation and Talent Committee may meet via telephone or videoconference.

The agenda and materials for Compensation and Talent Committee meetings will be prepared in consultation with the Compensation and Talent Committee members. The Compensation and Talent Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate. The Compensation and Talent Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Compensation and Talent Committee may invite any members of management to its meetings as it deems appropriate. However, the Compensation and Talent Committee shall meet regularly without such individuals present, and in all cases the CEO and any other officers shall not be present at meetings at which their compensation or performance is discussed or determined. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. The Compensation and Talent Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Onboarding / Education: The Company will provide new members of the Compensation and Talent Committee with appropriate onboarding briefings, and the full Compensation and Talent



Committee with educational resources and opportunities related to executive compensation and other matters may be appropriate or requested by the Compensation and Talent Committee.

Outside Advisors: The Compensation and Talent Committee shall have the authority, in its sole discretion, to retain and terminate a compensation consultant, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Compensation and Talent Committee Charter (this “Charter”). However, the Compensation and Talent Committee shall not be required to implement or act consistently with the advice or recommendations of the compensation consultant, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Compensation and Talent Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Compensation and Talent Committee shall set the compensation and retention terms and oversee the work of the compensation consultant, outside legal counsel or any other advisors. Any communications between the Compensation and Talent Committee and its outside legal counsel will be privileged communications.

Compensation and Talent Consultant Independence/Conflicts of Interest: In retaining or seeking advice from compensation consultants, the Committee must take into consideration the factors specified in the rules of NASDAQ. The Compensation and Talent Committee may retain, or receive advice from, any compensation consultant they prefer, including ones that are not independent, after considering the specified factors. The Compensation and Talent Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of Executive Officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Compensation and Talent Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest.

Funding: The Compensation and Talent Committee shall receive appropriate funding from the Company, as determined by the Compensation and Talent Committee in its capacity as a committee of the Board, for the payment of compensation to any compensation consultant, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Compensation and Talent Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority: Subject to the terms of the Director Nomination Agreement, the Compensation and Talent Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Compensation and Talent Committee may deem appropriate in its sole discretion.

Books and Records: The Compensation and Talent Committee will have access to the Company’s books, records, facilities and personnel.

Duties and Responsibilities

The Compensation and Talent Committee shall have the following authority and responsibilities:

1. Assess Compensation Philosophy: Oversee, at least annually, the Company's overall compensation philosophy, policies and programs, and assess whether the Company's compensation philosophy establishes appropriate incentives for applicable management and employees.
2. CEO and Executive Officer Compensation and Talent: To review and approve the corporate goals and objectives applicable to the compensation of the chief executive officer ("CEO") and other Executive Officers, evaluate CEO and other Executive Officer performance in light of those goals and objectives, and make recommendations to the Board regarding CEO and other Executive Officer compensation level based on this evaluation. In evaluating and making recommendations to the Board regarding the long-term incentive component of CEO and other Executive Officer compensation, the Compensation and Talent Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards given to CEOs and other Executive Officers at comparable companies and the awards given to the Company's CEO and other Executive Officers in past years. In evaluating and making recommendations to the Board regarding CEO and other Executive Officer compensation, the Compensation and Talent Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say-on-Pay Vote") required by Section 14A of the Exchange Act.
3. Human Capital Management and Diversity & Inclusion: To assist the Board in its oversight of human capital management, including corporate culture, diversity and inclusion, recruiting, retention, attrition, talent management, career development and progression, succession, and employee relations.
4. Equity Plans: To review and make recommendations to the Board regarding equity-based plans, which includes the ability to adopt, amend and terminate such plans, and proposals regarding any such plans to be included in the Company's proxy statement. The Compensation and Talent Committee shall also have the authority to administer the Company's equity-based plans, including oversight of eligibility to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. In reviewing and making recommendations to the Board regarding equity-based plans, including whether to adopt, amend or terminate any such plans, the Compensation and Talent Committee shall consider the results of the most recent Say-on-Pay Vote.
5. Incentive Plans: To review and make recommendations to the Board regarding incentive compensation plans, levels and payouts for the CEO and Executive Officers, which includes the ability to adopt, amend and terminate such plans, and proposals regarding any such plans

to be included in the Company's proxy statement. In reviewing and making recommendations to the Board regarding incentive compensation plans for the CEO and Executive Officers, including whether to adopt, amend or terminate any such plans, the Compensation and Talent Committee shall consider the results of the most recent Say-on-Pay Vote.

The Compensation and Talent Committee shall also monitor the effectiveness of incentive compensation plans for management and approve any material new incentive compensation plans or change to an existing plan that creates a material financial commitment by the Company.

6. Employee Benefit Plans: To monitor the effectiveness of non-equity based benefit plan offerings, including but not limited to non-qualified deferred compensation, fringe benefits and any perquisites, in particular those pertaining to Executive Officers, and approve any material new employee benefit plan or change to an existing plan that creates a material financial commitment by the Company. In its discretion, the Compensation and Talent Committee may otherwise approve, amend, modify, ratify or interpret the terms of, or terminate, any non-equity based benefit plan or delegate such authority to the extent such delegation is permitted. In regard to employee benefit plans, the Compensation and Talent Committee's role shall be one of oversight and, except as the Compensation and Talent Committee otherwise expressly determines or applicable law otherwise expressly requires, the Compensation and Talent Committee shall not act as a fiduciary with respect to any benefit plans or programs under the Employee Retirement Income Security Act of 1974 or otherwise.
7. Peer Group: To set the composition of the peer company group used for market comparison for executive compensation.
8. Succession Planning: To develop and recommend to the Board for approval a succession plan for the CEO and Executive Officers succession plan (the "Succession Plan"), as necessary, and to review the Succession Plan periodically, develop and evaluate potential candidates for the CEO and other Executive Officers positions and recommend to the Board any changes to and any candidates for succession under the Succession Plan. As part of this process, the Committee will review the leadership development process for senior management positions and make recommendations to the Board with respect to the election of officers of the Company. The Committee will also review compensation, incentives, and other programs to promote such development.
9. Compensation Disclosure: To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, and determine whether or not to recommend the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on Executive Officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.

10. Employment/Severance Agreements: To review, and make recommendations to the Board regarding, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other Executive Officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
11. Stock Ownership Guidelines: To determine stock ownership guidelines for the directors, CEO, and other Executive Officers and monitor compliance with such guidelines.
12. Risk Management: To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
13. Incentive Clawback: Review and approve any adoption of a "clawback" policy that allows the Company to recoup incentive compensation.
14. Say-on-Pay Frequency: To review and recommend to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, to review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement.
15. Director Compensation and Talent: To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.
16. Compensation and Talent Committee Performance Evaluation: At such time as the Company is no longer a controlled company, to conduct evaluation of the performance of the Compensation and Talent Committee's duties under this Charter, at such times as the Compensation and Talent Committee may deem appropriate, and to present the results of the evaluation to the Board. The Compensation and Talent Committee shall conduct this evaluation in such manner as it deems appropriate.
17. Compensation and Talent Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.
18. Reports and Minutes: Report regularly to the Board including: (i) periodically following meetings of the Compensation and Talent Committee; and (ii) with respect to such other matters as are relevant to the Compensation and Talent Committee's discharge of its responsibilities. The Compensation and Talent Committee shall provide such recommendations to the Board as the Compensation and Talent Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Compensation and Talent Committee designated by the Compensation and Talent Committee to make such report. The Compensation and Talent



Committee shall maintain minutes or other records of meetings and activities of the Compensation and Talent Committee.