

Effective May 3, 2021

**INSTRUCTURE HOLDINGS, INC.**

**COMPENSATION AND NOMINATING COMMITTEE CHARTER**

**PURPOSE**

The purpose of the Compensation and Nominating Committee (the “Compensation and Nominating Committee”) of the board of directors (the “Board”) of Instructure Holdings, Inc. (the “Company”) is to:

- assist the Board in discharging its responsibilities relating to compensation of the Company’s Board members and officers;
- review and evaluate the Company’s overall compensation philosophy and oversee the Company’s equity, incentive and other compensation and benefits plans;
- prepare the compensation committee report on executive officer compensation required by the Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s annual proxy statement or annual report on Form 10-K;
- identify and assess persons qualified to become Board members, consistent with the qualification standards and criteria approved by the Board;
- recommend to the Board a slate of director nominees for election or reelection at the annual meeting of stockholders;
- recommend to the Board the structure and membership of Board committees;
- recommend to the Board persons to fill Board and committee vacancies;
- oversee annual evaluations of the Board and committees of the Board; and
- develop and recommend to the Board, and review periodically, the Corporate Governance Guidelines applicable to the Company and amendments thereto and make other recommendations to the Board relative to corporate governance issues.

**MEMBERSHIP**

Size: The Compensation and Nominating Committee shall consist of two or more members of the Board.

Independence: Each member of the Compensation and Nominating Committee shall be independent in accordance with the requirements of Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules of the New York Stock Exchange (“NYSE”), provided however, that the Company may avail itself of any exemption or grace period from such requirement available to it under the rules of NYSE, including the “controlled company” exemption and shall otherwise meet the membership qualification requirements contained in this Compensation and Nominating Committee Charter (this “Charter”) and the Company’s Corporate Governance Guidelines. In the event that any member of the Compensation and Nominating Committee does not qualify as a “non-employee director” for purposes of Rule 16b-3 under the Exchange Act, then all compensation that is intended to be exempt from Section 16 of the Exchange Act shall also be approved by the Board or a subcommittee made up of members of the Board who qualify as nonemployee directors.

Onboarding / Education: The Company will provide new members of the Compensation and Nominating Committee with appropriate onboarding briefings, and the full Compensation and Nominating Committee with educational resources and opportunities related to executive compensation and such other matters as may be requested by the Compensation and Nominating Committee.

Appointment/Term/Removal: Subject to the terms and conditions of the Director Nomination Agreement, the members of the Compensation and Nominating Committee shall be appointed by the Board. The members of the Compensation and Nominating 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 Nominating Committee at any time with or without cause.

## **STRUCTURE AND OPERATIONS**

Leadership: Subject to the terms and conditions of the Director Nomination Agreement, the Board shall designate one member of the Compensation and Nominating Committee as the chairperson based on recommendations of the Board.

Meetings: The Compensation and Nominating Committee shall meet at least 4 times per year at such times and places as it deems necessary or appropriate to fulfill its responsibilities. The agenda for Compensation and Nominating Committee meetings will be prepared by the Compensation and Nominating Committee chairperson in consultation with the other Compensation and Nominating Committee members. The Compensation and Nominating Committee shall keep minutes of its proceedings and periodically report to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate. A majority of the members of the Compensation and Nominating Committee shall constitute a quorum for the transaction of business. The Compensation and Nominating Committee may act only upon approval of a majority of its members constituting a quorum. The Compensation and Nominating Committee may act in writing by the unanimous consent of its members. The Compensation and Nominating 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 voting requirements as are applicable to the Board.

The Compensation and Nominating Committee may invite any members of management to its meetings as it deems appropriate. However, the Compensation and Nominating Committee shall have the opportunity to meet regularly without such individuals present in executive session, and in all cases the Chief Executive Officer (“CEO”) and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

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

Compensation Consultant, Director Search Firm and other Advisor Independence/Conflicts of Interest: In retaining or seeking advice from compensation consultants, the Compensation and Nominating Committee must take into consideration the factors specified in the rules of NYSE. The Compensation and Nominating 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 Nominating 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 Nominating Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest.

Any director search firm shall be independent as determined in the discretion of the Compensation and Nominating Committee.

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

Delegation of Authority: Subject to the terms and conditions of the Director Nomination Agreement and to the extent allowed by applicable law and the rules of NYSE, the

Compensation and Nominating 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 Nominating Committee may deem appropriate in its sole discretion, so long as any such committee is comprised entirely of independent directors and has a written charter.

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

## **DUTIES AND RESPONSIBILITIES**

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

### **Compensation:**

1. CEO Compensation: To review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO's performance in light of those goals and objectives, and recommend to the Board the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Compensation and Nominating Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Company's CEO in past years. In evaluating and recommending CEO compensation, the Compensation and Nominating 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, if applicable.
2. Executive Officer Compensation: To determine and approve the compensation of all other executive officers. In evaluating and determining executive compensation, the Compensation and Nominating Committee shall consider the results of the most recent Say on Pay Vote, if applicable.
3. Executive Officer Candidates: To assist the Board in developing and evaluating potential candidates for executive officer positions (including the CEO) and oversee the development of executive succession plans
4. Compensation and Benefits Programs: To oversee overall compensation and benefits programs and policies. Named fiduciary responsibility and responsibility for day-to-day administration of such programs is delegated to the Company's principal human resources officer, or individual occupying a similar capacity, including authority to make certain limited amendments, modifications or supplements to designated benefit plans, trusts and related documents. Amendment or modification authority not so delegated shall remain with the Compensation and Nominating Committee or the Board, as appropriate.
5. Incentive/Equity Plans: To review, and make recommendations to the Board regarding, incentive compensation plans and 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. To adopt, administer, amend or terminate the Company's incentive compensation plans and equity-based plans, including designation of the employees 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. To consider the results of the most recent Say on Pay Vote, if applicable, when reviewing and making recommendations regarding incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans.

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 Nominating 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. To oversee employee benefit plans, except as the Compensation and Nominating Committee otherwise expressly determines or applicable law otherwise expressly requires. The Compensation and Nominating 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. 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 and Nominating Committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.
9. 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.
10. Stock Ownership Guidelines: To determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
11. 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.

12. 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, if applicable.
13. Director Compensation: 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.

## **Nominations**

1. Director Qualifications: To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the "Director Criteria"). To periodically review and, if desirable, recommend changes to the criteria for the selection of new directors, as adopted by the Board from time to time as set forth in the Guidelines.
2. Director Nominee Identification/Screening: To identify, recruit, screen and recommend individuals qualified to become members of the Board, consistent with the Director Criteria. To identify, recruit and recommend to the Board only those candidates that the Compensation and Nominating Committee believes are qualified to become Board members consistent with the criteria for selection of new directors adopted from time to time by the Board and shall consider the performance of incumbent directors in determining whether to recommend them for reelection. To review the contributions of incumbent directors in determining whether to recommend that the Board nominate them for reelection to the Board.
3. Third Party Director Nomination Rights: To fill vacancies on the Board in accordance with any stockholders agreement (as such may be amended from time to time) governing the composition of the Board or the Company's committees (including the Compensation and Nomination Committee) that exists, including the Director Nomination Agreement. Committee oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party.
4. Director Nominee Approval: To make recommendations to the Board regarding the selection and approval of the nominees for director to be filled by the Board or submitted to a stockholder vote at an annual or special meeting of stockholders.
5. Director Independence: To develop and recommend to the Board for approval standards for determining whether a director is independent.
6. Board Refreshment: To review the size of the Board and ensure that qualified director candidates with a diversity of gender, ethnicity, tenure, skills and qualifications are included in each pool of candidates from which Board nominees are chosen, and to review the Company's policies, programs and initiatives for employee diversity and inclusion and provide guidance to the Board on diversity matters.

7. Human Capital Management: 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.
8. Stockholder Director Nominations: To consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's bylaws and described in the Company's proxy statement.
9. Stockholder Proposals: To review stockholder proposals and recommend Board responses pursuant to Rule 14A-8 of the Exchange Act.
10. Stockholder Engagement: To oversee engagement with stockholders and proxy advisory firms, and to review proxy advisory firm policies and voting recommendations.
11. Board Leadership: To review the Board's leadership structure and recommend changes to the Board as appropriate.
12. Board Committee Membership and Structure: To review the Board's committees' sizes, structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairperson annually. To periodically review and, if desirable, recommend to the Board changes in the number, responsibilities and membership of the Board committees, and recommend that the Board establish any special committees as necessary to properly address ethical, legal or other matters that may arise from time to time.
13. Board and Committee Vacancies: To propose to the Board director candidates to fill vacancies on the Board, or on Board committees, in the event of a director's resignation, death or retirement, a change in Board or committee composition requirements, or expansion of the Board or committee.
14. Changed Circumstances of Directors: To review the appropriateness of a director's continued Board and committee membership in light of any change in the director's employment, relationship with the Company or any other changed circumstance that could affect the director's independence, qualifications or availability.
15. Corporate Governance Documents: To renew, propose changes to the Board, or develop, as needed, the Company's Certificate of Incorporation, Bylaws, Code of Ethics, Corporate Governance Guidelines, and diversity, sustainability other corporate governance policies, as in effect from time to time.
16. Corporate Governance Disclosure: To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Compensation and Nominating Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

17. Corporate Governance Trends: To review emerging corporate governance trends and practices and recommend changes to the Company's corporate governance practices to the Board.
18. Outside Directorships: To review and approve, as appropriate, any requests from directors or officers to stand for election to any outside for-profit boards of directors.
19. Succession Planning: To develop and recommend to the Board for approval an officer succession plan (the "Succession Plan"), review the Succession Plan periodically, develop and evaluate potential candidates for officer positions and recommend to the Board any changes to and any candidates for succession under the Succession Plan.
20. Board and Management Performance Evaluation: To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and management and to oversee the conduct of this annual evaluation.

#### **Other**

1. Compensation and Nominating Committee Performance Evaluation: To conduct an annual evaluation of the performance of its duties under this Charter and to present the results of the evaluation to the Board. The Compensation and Nominating Committee shall conduct this evaluation in such manner as it deems appropriate.
2. Compensation and Nominating Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.