

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF**

**AFFIRM HOLDINGS, INC.**

**AS ADOPTED BY THE BOARD ON  
NOVEMBER 18, 2020**

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**I. PURPOSE OF THE COMMITTEE**

The Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Affirm Holdings, Inc. (the “*Corporation*”) shall, through delegation from the Board, have principal responsibility for assisting the Board in discharging its responsibilities relating to but not limited to: (i) evaluating and reviewing the goals, objectives, plans, policies and programs applicable to the compensation of the Corporation’s Chief Executive Officer and SLT Members (as defined below) and members of the Board; (ii) administering the Corporation’s incentive compensation plans and equity-based compensation plans; (iii) reviewing and making recommendations to the Board regarding the performance and compensation of the Chief Executive Officer of the Corporation; (iv) reviewing and approving the compensation of certain SLT Members (as defined below) of the Corporation; and (v) performing such further functions as may be consistent with this Charter or assigned by applicable law, the Corporation’s certificate of incorporation or bylaws, or the Board.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of two or more independent directors as determined from time to time by the Board on the recommendation of the Nominating and Governance Committee. Committee members shall serve for such terms as the Board shall determine, or until their earlier resignation, death or removal. Except as otherwise permitted by applicable phase-in rules or exemptions, each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the Nasdaq Stock Market (“*Nasdaq*”) and any additional requirements that the Board deems appropriate. Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”). Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. In the event the Board determines that a director who does not qualify as a “non-employee director” should nevertheless serve on the Committee, appropriate arrangements may be made for a subcommittee of the Committee to act on behalf of the Committee (or for the full Board to act) to the extent necessary to satisfy any applicable requirements of Rule 16b-3.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. The Board may at any time and in its discretion appoint or remove any member of the Committee with or without cause by majority vote of the Board.

### **III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary, provided, that the Chief Executive Officer of the Corporation may not be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs.

Each member of the Committee shall have one vote. Action may be taken by the Committee upon the affirmative vote of a majority of the members present. Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission.

Any member may call a meeting of the Committee upon due notice to each other member at least 24 hours prior to the meeting. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Corporation's minute book.

### **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

#### ***A. Executive and Director Compensation***

The Committee shall have the following duties and responsibilities with respect to the Corporation's executive and director compensation plans:

(a) Review at least annually the goals and objectives of the Corporation's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(b) Review at least annually the Corporation's executive compensation plans in light of the Corporation's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend that the Board adopt, new, or amend existing, executive compensation plans.

(c) Together with the other independent members of the Board, evaluate annually the performance of the Chief Executive Officer. In light of the goals and objectives of the Corporation's executive compensation plans, the Committee shall make recommendations to the Board with respect to the Chief Executive Officer's compensation based on this evaluation. In recommending the long-term incentive component of the Chief Executive Officer's

compensation, the Committee and the Board shall consider factors deemed relevant, which may include, for example, the Corporation's performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer of the Corporation in prior years. The Chief Executive Officer's compensation shall be approved by the independent members of the Board.

(d) In light of the goals and objectives of the Corporation's executive compensation plans, determine and approve the compensation of each executive-level employee reporting directly to the Chief Executive Officer (each, an "*SLT Member*"). To the extent that long-term incentive compensation is a component of such SLT Member's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the Chief Executive Officer. The Committee also may take into account the recommendations of the CEO with respect to the compensation of SLT Members.

(e) Evaluate periodically, and make recommendations to the Board with respect to, the appropriate level of compensation for Board and Committee service by non-employee directors. Non-employee director compensation shall be approved by the Board.

(f) Review and make recommendations to the Board regarding the approval of any employment, change in control, severance or termination arrangements to be made with the Chief Executive Officer, which such arrangements shall be approved by the independent members of the Board. Review and approve any employment, change in control, severance or termination arrangements to be made with any SLT Member.

(g) Perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan.

(h) Review and make recommendations to the Board regarding any perquisites or other personal benefits granted or to be granted to the Chief Executive Officer or any director. Review and approve any perquisites or other personal benefits granted or to be granted to any SLT Member.

(i) Consider the results of the most recent stockholder advisory vote on executive compensation, if any, as required by Section 14A of the Exchange Act and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of the compensation of SLT Members and the review and recommendation to the Board relating to the approval of the compensation of the Chief Executive Officer.

(j) To the extent applicable, review and discuss with management the Corporation's compensation discussion and analysis disclosure ("*CD&A*"), approve the inclusion of such CD&A in the Corporation's Annual Report on Form 10-K, proxy statement or information statement, as applicable, and prepare a report of the Committee for inclusion in such filing in accordance with the rules and regulations of the U.S. Securities and Exchange Commission..

(k) Review with management the compensation arrangements for the Corporation's employees to evaluate whether incentive and other forms of pay encourage unnecessary or

excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Corporation's compensation arrangements, it being understood that it is the job of management to assess the Corporation's exposure to risk and that the Committee's responsibility is to oversee day-to-day risk management as applied to compensation arrangements.

(l) Review and approve, to the extent it deems necessary, the terms of any compensation "clawback" or similar policy (including as may be required by applicable law) or agreement between the Corporation and the Chief Executive Officer or any SLT Member for recovering incentive-based compensation.

(m) Adopt stock ownership guidelines for the Chief Executive Officer, one or more SLT Members, and non-employee directors, as appropriate, and oversee compliance with such guidelines.

(n) Oversee the Corporation's submission to a stockholder vote of matters relating to compensation, including advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans and amendments to such plans.

(o) Review stockholder proposals and advisory stockholder votes relating to executive compensation matters and recommend to the Board the Corporation's response to such proposals and votes.

(p) Perform such other functions as assigned by law, the Corporation's charter or bylaws or the Board.

## ***B. General Compensation Plans***

The Committee shall have the following duties and responsibilities with respect to the Corporation's general compensation plans, including incentive compensation and equity-based compensation plans:

(a) Annually review the Corporation's overall compensation strategy, including base salary, incentive compensation plans and equity-based compensation plans.

(b) Review and approve all equity-based compensation plans.

(c) Administer and interpret the Corporation's equity-based compensation plans and agreements thereunder. The Committee may, in its discretion, adopt an equity grant policy and delegate to the Chief Executive Officer and/or one or more other SLT Members, within the limits imposed by applicable law and Nasdaq rules, the authority to approve awards or grants under the Corporation's equity-based compensation plans to employees of the Corporation or of any subsidiary of the Corporation who are not directors or SLT members.

(d) Administer and, if deemed necessary or appropriate by the Committee, amend the Corporation's 401(k) plan and any deferred compensation plans (collectively, the "***Designated Plans***"), and, in its discretion, delegate the routine administration of the Designated Plans to an administrative committee consisting of employees of the Corporation appointed by the Committee.

(e) Perform such duties and responsibilities as may be assigned to the Committee under the terms of any compensation plan, including any incentive compensation or equity-based compensation plan.

### ***C. Other Duties and Responsibilities***

(a) The Committee shall: (i) develop and recommend to the Board for approval a succession plan for the position of Chief Executive Officer and such other senior management positions as the Committee shall determine; (ii) develop and evaluate potential candidates for the senior management positions covered by such succession plan; and (iii) recommend to the Board any changes to, and any candidates for succession, under the developed succession plan.

(b) Periodically review the Corporation's key diversity initiatives, policies and practices.

## **V. ROLE OF CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer may make, and the Committee may consider, recommendations to the Committee regarding the Corporation's compensation plans and practices, including its executive compensation plans, and its incentive-compensation and equity-based compensation plans with respect to SLT Members and the Corporation's director compensation arrangements. The Chief Executive Officer also may make, and the Committee may consider, recommendations to the Committee regarding succession planning for the position of Chief Executive Officer and other senior management positions.

## **VI. SUBCOMMITTEES; DELEGATION OF AUTHORITY**

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. Actions taken by any subcommittee shall be presented to the full Committee at the next Committee meeting.

## **VII. EVALUATION OF THE COMMITTEE**

The Committee shall, no less frequently than annually, and in coordination with the Nominating and Governance Committee, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's or the Board's policies or procedures.

### **VIII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Corporation. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- (a) The provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser;
- (b) The amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (c) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (d) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (e) Any stock of the Corporation owned by the compensation consultant, legal counsel or other adviser; and
- (f) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Corporation, and that is available generally to all salaried employees; or providing information that either is not customized for the Corporation or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the independence factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

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