



**MONGODB, INC.**  
**CHARTER OF THE COMPENSATION**  
**COMMITTEE OF THE BOARD OF DIRECTORS**  
**(AS AMENDED, EFFECTIVE MAY 22, 2025)**

**PURPOSE AND POLICY**

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors of MongoDB, Inc. (“**MongoDB**”) is to:

- help the Board oversee MongoDB’s compensation strategy, policies, plans, and programs;
- review and determine the compensation to be paid to MongoDB’s executive officers and directors;
- when required, review and discuss with management MongoDB’s compensation disclosures in the “Compensation Discussion and Analysis” section of MongoDB’s annual reports, registration statements, proxy statements, or information statements filed with the Securities and Exchange Commission (the “**SEC**”);
- when required, prepare and review the Committee report on executive compensation included in MongoDB’s annual proxy statement in accordance with applicable rules and regulations of the SEC in effect from time to time; and
- provide oversight of strategies and programs related to MongoDB’s human capital management.

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 Committee, including the Chairperson, will be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee. The Committee will consist of at least two members of the Board and each member of the Committee will satisfy the following criteria:

- the independence requirements imposed by the SEC and Nasdaq;
- the “non-employee director” requirements under Rule 16b-3 of the Securities Exchange Act of 1934, as amended;
- any other qualifications determined by the Board; and
- any other requirements imposed by applicable law.

**AUTHORITY**

The Committee will have full access to all books, records, facilities and MongoDB personnel as

deemed necessary or appropriate by any member of the Committee, including human resources personnel when preparing the “Compensation Discussion and Analysis” for inclusion in MongoDB’s proxy statement. If the Committee concludes that it must retain legal, accounting, or other outside advisors or compensation consultants to assist in the evaluation of director and officer compensation, it may do so and determine compensation and other retention terms for those advisors at the expense of MongoDB. The Committee may also pay, at the expense of MongoDB, ordinary administrative expenses it deems appropriate in carrying out its duties. The Committee will have authority to require that any of the MongoDB personnel, legal, accounting, or other outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its special, legal, accounting, or other outside advisors.

The 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 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 Committee with respect to these responsibilities.

## **RESPONSIBILITIES**

The Committee’s responsibilities are a guide and should remain flexible to account for changing circumstances and needs. The Committee may supplement its duties as appropriate and establish policies and procedures consistent with applicable rules and regulations. The responsibilities and authority of the Committee shall include:

**1. Overall Compensation Strategy.** The Committee will review, modify, and oversee MongoDB’s overall compensation strategy and policies, including:

- reviewing, evaluating, and approving employment agreements, severance agreements, change-of-control protections, corporate performance goals and objectives relating to the compensation, and other compensatory arrangements of MongoDB’s executive officers and other senior management in the Committee’s discretion and adjusting compensation, as appropriate;
- evaluating and approving the compensation plans and programs advisable for MongoDB 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 MongoDB;
- reviewing compensation practices and trends to assess the adequacy and competitiveness of MongoDB’s executive compensation programs as compared to companies in MongoDB’s industry and exercise its judgment in determining the appropriate levels and types of compensation to be paid;
- approving any loans by MongoDB to employees;
- reviewing and approving any compensation arrangement for any executive officer involving any subsidiary, special purpose or similar entity, with consideration of the potential for conflicts of interest in such arrangements and whether the arrangement has the potential to benefit MongoDB;
- reviewing MongoDB’s practices and policies of employee and director compensation as they relate to risk management and risk-taking incentives, to determine if such compensation policies and practices are reasonably likely to have a material adverse effect on MongoDB; and
- evaluating the efficacy of MongoDB’s compensation policy and strategy in achieving expected benefits to MongoDB and otherwise furthering the Committee’s policies.

**2. Compensation of Chief Executive Officer.** The Committee will review and approve the compensation, individual and corporate performance goals and objectives and other terms of employment of MongoDB’s Chief Executive Officer. The Committee will take into account the annual evaluation of the

Board of the Chief Executive Officer's performance, which shall take into account the following:

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

The Chief Executive Officer may not participate in, or be present during, the voting or deliberations regarding his or her compensation.

**3. Compensation of Other Executive Officers and Senior Management.** The Committee will review and approve (or make recommendations to the Board for the approval of) the compensation, individual and corporate performance goals and objectives and other terms of employment of MongoDB's other executive officers (and other members of senior management, in the Committee's discretion). The Committee will consider each executive officer's individual performance when making determinations regarding their compensation, taking into account the recommendations and evaluation of the Chief Executive Officer.

**4. Compensation of Directors.** The 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.

**5. Selection, Use of Compensation Consultants and Other Advisors.** The Committee will have sole responsibility for the appointment, authority to select, retain, and terminate any compensation and oversight of the work of compensation consultants, legal counsel, or any other advisors engaged for the purpose of advising the Committee. These compensation consultants or other advisors and consultants will report directly to the Committee, at the expense of MongoDB. The Committee may select compensation consultants, legal counsel and other advisors to the Committee, other than in-house legal counsel and certain other types of advisors, only after assessing the independence of these persons in accordance with the requirements of Nasdaq. If necessary, the Committee will review any conflicts of interest from the work of any compensation consultant, legal counsel, or other advisors engaged, and any necessary disclosure in MongoDB's annual proxy statement required by Nasdaq or applicable law.

**6. Administration of Benefit Plans.** The Committee will have full power and authority to adopt, amend, terminate, and administer MongoDB's equity awards, pension, and profit-sharing plans, bonus plans, benefit plans, deferred compensation plans and other similar programs. The Committee will have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, approve modifications to awards and exercise other power, as appropriate. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable laws and regulations.

**7. Human Capital Management.** The Committee will periodically review and monitor matters related to human capital management, including the Company's organizational health metrics and strategies, initiatives, and programs related to recruitment, talent and leadership development, employee engagement, and culture.

**8. Compensation Discussion and Analysis.** The Committee will review and discuss with management MongoDB's "Compensation Discussion and Analysis."

**9. Conflict of Interest Disclosure.** The Committee will review and discuss with management any conflicts of interest raised by the work of a compensation consultant or advisor hired by the Committee or

management and how such conflict is being addressed, and prepare any necessary disclosure in MongoDB's annual proxy statement in accordance with applicable SEC rules and regulations.

**10. Clawback Policies.** The Committee will review periodically and, if applicable, approve any policy of the Company relating to the clawback, forfeiture, recoupment or recovery of any compensation (a "**Clawback Policy**"). The Committee will administer any Clawback Policy and take any actions as permitted or required under such Clawback Policy to facilitate the clawback, forfeiture, recoupment or recovery of compensation received by employees of the Company in accordance with the terms of such Clawback Policy. The Committee will take any actions as permitted or required by applicable law or the listing rules of the Nasdaq or any other stock exchange under which the common stock of the Company may be listed to facilitate the clawback, forfeiture, recoupment or recovery of compensation received by associates of the Company.

**11. Other Matters.**

- **Committee Report.** The Committee will prepare and review the Committee report on executive compensation to be included in MongoDB's annual proxy statement in accordance with applicable SEC rules and regulations.
- **Committee Self-Assessment.** The Committee will annually evaluate its performance and the adequacy of this Charter.
- **General Authority.** The Committee will perform such other functions and have such other powers as may be necessary or appropriate in complying with the policies of this Charter.

**MEETINGS AND MINUTES**

The Committee will meet whenever its members deem a meeting necessary or appropriate. The Committee will determine where and when to meet and provide this schedule in advance to the Board.

Unless otherwise directed by the Committee, 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 Chairperson of the Committee will report to the Board.

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