



COMPENSATION COMMITTEE CHARTER

(Adopted on May 4, 2021; Effective upon the effectiveness of the registration statement relating to the Company's initial public offering)

PURPOSE

The purpose of the Compensation Committee (the "**Compensation Committee**") of the Board of Directors (the "**Board**") of Procore Technologies, Inc., a Delaware corporation (the "**Company**"), is to:

- review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer ("**CEO**"), evaluate the CEO's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation;
- review and approve, or recommend to the Board for approval, non-CEO executive officer and certain other employees' compensation, including incentive compensation and equity-based plan compensation;
- provide oversight of the Company's compensation policies, plans, and benefits programs, and overall compensation philosophy;
- oversee and administer the Company's equity compensation plans for its CEO, non-CEO executive officers, employees, and other service providers and the granting of equity awards pursuant to such plans or outside of such plans; and
- prepare the report of the Compensation Committee required by the rules and regulations of the Securities and Exchange Commission (the "**SEC**").

COMPOSITION

1. **Membership and Appointment.** The Compensation Committee shall consist of at least two (2) members of the Board. Members of the Compensation Committee shall be appointed by the Board and may be removed by the Board in its discretion.
2. **Qualifications.** Members of the Compensation Committee must meet the following criteria, as well as any additional criteria required by applicable law, the rules and regulations of the SEC, the listing standards of the securities exchange on which the Company's securities are listed (the "**Exchange**"), or such other qualifications as are established by the Board from time to time; *provided, however*, that the Company may avail itself of any phase-in rules or interpretations applicable to newly-listed companies in connection with an initial public offering.
 - Each member of the Compensation Committee will meet the independence requirements of the listing standards of the Exchange.

- Each member of the Compensation Committee will be a “non-employee director” as defined in Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

3. **Chairperson.** The Board may designate a chairperson of the Compensation Committee. In the absence of that designation, the Compensation Committee may designate a chairperson by majority vote of the members of the Compensation Committee; *provided* that, the Board may replace any chairperson designated by the Compensation Committee at any time.

RESPONSIBILITIES

The following are the principal recurring duties and responsibilities of the Compensation Committee. The Compensation Committee may perform such other functions as are consistent with its purpose and applicable law, rules, and regulations, and as the Board may otherwise request.

1. **Set Compensation for Executive Officers and Specified Individuals.** The Compensation Committee shall:
 - review and approve at least annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO’s performance in light thereof, and consider factors related to the performance of the Company in approving the compensation level of the CEO;
 - review and approve at least annually the CEO’s (i) base salary, (ii) incentive bonus, including the specific goals and amount, (iii) equity compensation, and (iv) other benefits, compensation, or similar arrangements, if any (including, without limitation, perquisites and any other form of compensation). In consultation with the CEO, review and approve at least annually, or recommend to the Board for approval, items (i) through (iv) for (1) the other individuals who are “officers” of the Company under Rule 16a-1(f) under the Exchange Act, other than the Principal Accounting Officer if such person is not otherwise the Chief Financial Officer of the Company (the “**Executive Officers**”), (2) any non-Executive Officer individuals who report directly to the CEO, (3) the Company’s controller or individual serving in a similar capacity who reports directly to the Chief Financial Officer (such individual, together with the individuals specified in subsection (2), the “**Specified Individuals**”) and (4) such other employees of the Company as the Compensation Committee may determine; and
 - review and approve from time to time any compensatory contracts or similar transactions or arrangements with current or former Executive Officers and Specified Individuals, including consulting arrangements, employment contracts, severance or termination arrangements, which will include any benefits to be provided in connection with a change of control of the Company. In this regard, the Compensation Committee will have the power and authority to adopt, amend, and terminate such contracts, transactions, or arrangements.
2. **Oversee Compensation Plans and Programs.** The Compensation Committee shall:
 - review, approve, and administer annual and long-term incentive compensation plans for service providers of the Company, including Executive Officers, the

Specified Individuals and any other senior executives or service providers as the Compensation Committee deems appropriate, including by:

- establishing performance objectives and certifying performance achievement;
 - reviewing and approving all equity incentive plans and grant awards under such plans; and
 - adopting, amending, and terminating any such plans;
- administer the Company's equity incentive plans. In its administration of the plans, the Compensation Committee may (i) grant stock options, restricted stock units, stock purchase rights, or other equity-based or equity-linked awards to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 promulgated thereunder) in accordance with procedures and guidelines, if any, established by the Board and (ii) amend such stock options, restricted stock units, stock purchase rights, or other equity-based or equity-linked awards as the Compensation Committee deems necessary, appropriate, or advisable; *provided, however*, that the Compensation Committee may not approve any action that is treated as a repricing of stock options or stock appreciation rights under generally accepted accounting principles without obtaining prior Board approval. The Compensation Committee may also adopt, amend, and terminate such plans, including approving changes in the number of shares reserved for issuance thereunder, subject to obtaining any required stockholder approval therefor;
 - review, approve, and administer any of the Company's employee benefit plans that the Compensation Committee deems appropriate, including by adopting, amending, and terminating such plans;
 - oversee the Company's overall compensation philosophy, and any compensation plans and benefits programs that the Compensation Committee deems appropriate, and approve, or recommend to the Board for approval, any improvements or changes to such plans or programs or the termination or adoption of plans or programs when appropriate;
 - in connection with executive compensation programs:
 - review and approve, or recommend to the Board for approval, new executive compensation programs;
 - review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s); and
 - establish, or recommend to the Board for establishment, and periodically review policies for the administration of executive compensation programs;
 - periodically review executive compensation programs and total compensation levels, including the impact of tax and accounting rules changes;

- if applicable, review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation (any such vote, a “**Say-on-Pay Vote**”), 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, and 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;
- evaluate director compensation, including equity compensation, and determine and approve, or recommend to the Board for approval, director compensation;
- review and discuss annually with management the risks arising from the Company’s compensation philosophy and practices applicable to all employees to determine whether they encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate such risks;
- review, adopt, amend, and/or terminate, or recommend to the Board for approval, adoption, amendment, and/or termination, and oversee stock ownership policies and practices applicable to members of the Board, Executive Officers (if any) or Specified Individuals, if and as the Compensation Committee determines to be necessary or appropriate; and
- review, adopt, amend and/or terminate, or recommend to the Board for approval, adoption, amendment and/or termination, and oversee clawback policies and practices (if any), if and as the Compensation Committee determines to be necessary or appropriate, or as required by applicable law.

3. Compliance and Governance. The Compensation Committee shall:

- review and discuss with management the Company’s Compensation Discussion & Analysis (“**CD&A**”) and related disclosures required by the rules and regulations of the SEC, to the extent required of the Company. The Compensation Committee will also review and recommend the final CD&A to the Board for inclusion in the Company’s annual report on Form 10-K or proxy statement, to the extent required of the Company;
- prepare a report of the Compensation Committee required by the rules and regulations of the SEC to be included with the Company’s annual report on Form 10-K or proxy statement; and
- oversee the Company’s submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans (to the extent required under the listing standards of the Exchange) and, in conjunction with the Nominating and Corporate Governance Committee of the Board (or its designees), engagement with proxy advisory firms and other stockholder groups on executive compensation matters.

4. Committee Charter Review. The Compensation Committee shall review and reassess the adequacy of this charter at least annually and shall submit any recommended changes to this charter to the Board for approval.

5. **Performance Review.** The members of the Compensation Committee shall review and assess the performance of the Compensation Committee on an annual basis.

The Compensation Committee shall seek to ensure that the Company structures its compensation plans, policies, and programs in a manner designed to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company, to maintain appropriate levels of risk and reward, and to promote the success of the Company's business. In reviewing and approving the Company's annual and long-term incentive compensation plans for service providers, including Executive Officers and any other senior executives or service providers as the Compensation Committee deems appropriate, including equity incentive plans, the Compensation Committee shall consider the results, if any, of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.

MEETINGS AND PROCEDURES

1. Meetings.

- The Compensation Committee will meet at least four (4) times per year (with additional meetings as it deems necessary or appropriate) at such times and places as the Compensation Committee determines. The chairperson of the Compensation Committee shall preside at each meeting. The chairperson will approve the agenda for the meetings, and any member may suggest items for consideration. If the chairperson of the Compensation Committee is not designated or present, an acting chair may be designated by the Compensation Committee members present. The Compensation Committee may act by written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.
- The Compensation Committee will maintain written minutes of its meetings and actions by written consent, which minutes and actions will be filed with the minutes of the meetings of the Board.
- The Compensation Committee may invite to its meetings any director, officer, or employee of the Company, and such other persons, as it deems appropriate in order to carry out its responsibilities. The Compensation Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-employee directors who are not members of the Compensation Committee. The CEO may not be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined.

2. **Reporting to the Board of Directors.** The Compensation Committee shall report regularly to the Board regarding the Compensation Committee's activities, determinations, and recommendations.

3. Authority to Retain Advisors.

- The Compensation Committee shall have the authority, in its sole discretion, to select and retain any compensation consultant, outside legal counsel, and such other advisors (each, an "**Advisor**") as it deems necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in this charter. The

Compensation Committee will be directly responsible for the compensation and oversight of the work of any Advisor retained by the Compensation Committee. The Company will provide appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation, to pay any Advisors hired by the Compensation Committee and any administrative expenses of the Compensation Committee that the Compensation Committee determines are necessary or appropriate in carrying out its activities.

- Prior to selecting, retaining, and receiving advice from an Advisor (other than the Company's in-house legal counsel), the Compensation Committee must take into consideration the independence factors set forth in the listing standards of the Exchange and the applicable rules of the SEC, as in effect from time to time.
- The Compensation Committee may retain, or receive advice from, any Advisor it prefers, including Advisors that are not independent, after considering the requisite independence factors. Notwithstanding the foregoing, the Compensation Committee is not required to assess the independence of any Advisor that acts in a role limited to (i) 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 and/or (ii) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor does not provide advice.
- The authority granted to the Compensation Committee pursuant to this charter to retain Advisors shall not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties under this charter.
- The Compensation Committee will evaluate whether any Advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

4. **Subcommittees.** The Compensation Committee may form subcommittees for any purpose that the Compensation Committee deems appropriate and may delegate to such subcommittees such power and authority as the Compensation Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings and actions by written consent, which minutes and actions will be filed with the minutes of the meetings of the Board. The Compensation Committee shall not delegate to a subcommittee any power or authority required by law, regulation, or listing standard to be exercised by the Compensation Committee as a whole.

5. **Compensation.** Members of the Compensation Committee shall receive such fees or other compensation, if any, for their service as Compensation Committee members as may be determined by the Board in its sole discretion.

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