

**AMPLITUDE, INC.**  
**COMPENSATION COMMITTEE CHARTER**

(Effective as of September 21, 2021)

This Compensation Committee Charter (the “Charter”) has been adopted by the Board of Directors (the “Board”) of Amplitude, Inc. (the “Company”).

**I. PURPOSE**

The purpose of the Compensation Committee (the “Committee”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s directors and executive officers, and the Company’s policies, programs, and initiatives regarding compensation, leadership development, succession, diversity and belonging. The primary objectives of the Committee are to oversee the compensation of the Company’s Chief Executive Officer and other executives and executive officers and to develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company’s stockholders.

**II. COMPOSITION**

The Committee shall consist of at least two directors, each of whom shall satisfy the independence requirements of the Nasdaq Stock Market LLC (the “Nasdaq”), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws.

Committee members shall be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

**III. MEETINGS, PROCEDURES AND AUTHORITY**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee shall take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s bylaws and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee as it deems appropriate,

including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. DUTIES AND RESPONSIBILITIES**

- *CEO Evaluation and Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation, will make recommendations to the Board regarding the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.
- *Other Executive Officer Evaluation and Compensation.* The Committee will review and set or make recommendations to the Board regarding the compensation of the executive officers and other executives, other than the Chief Executive Officer.
- *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.
- *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements for the Company's Chief Executive Officer, other executive officers, employees and other service providers, including, without limitation, the granting of equity awards pursuant to such plans or outside of such plans. The Committee will review and approve or make recommendations to the Board regarding any guidelines, structures, and frameworks under which incentive or equity-based awards would be made.
- *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.
- *Employment Agreements and Severance Agreements.* The Committee will review and approve all employment agreements and severance agreements for the executive officers of the Company.
- *Executive Officer Succession Plan.* The Committee will periodically work with the Chief Executive Officer to evaluate the Company's succession plans upon the Chief Executive Officer's and other executive officers' retirement and in the event of an unexpected occurrence.
- *Compensation and Benefits Policies, Plans, Programs and Philosophy; Alignment with Stockholders.* The Committee will provide oversight of the Company's compensation policies, plans and benefits programs, and overall compensation philosophy. The Committee should review and discuss periodically with management and the Board (and any committees thereof the Committee deems appropriate) the Company's compensation philosophy and practices, including executive and employee incentive compensation plans and arrangements, including whether such philosophy and practices are appropriately aligned with the Company's goal of serving the long-term interests of the Company's stockholders.

- *Leadership Diversity, Equity and Belonging.* The Committee should review periodically the Company's policies, programs, and initiatives focusing on diversity, equity and belonging with respect to the Company's leadership, including, without limitation, periodically conducting pay equity studies as the Committee shall deem appropriate.
- *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report, to the extent that the Company is required to include CD&A in the Company's Annual Report on Form 10-K or annual proxy statement.
- *Reports to the Board of Directors.* The Committee should report regularly to the Board regarding the activities of the Committee.
- *Committee Self-Evaluation.* The Committee should annually perform an evaluation of the performance of the Committee.
- *Review of this Charter.* The Committee shall annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. DELEGATION OF DUTIES**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee also has the authority to authorize one or more officers of the Company to grant rights, options or other equity awards to officers (other than executive officers) and employees, in a manner that is in accordance with applicable laws and applicable Nasdaq rules.