

DIGITAL OCEAN HOLDINGS, INC.

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

**APPROVED BY THE BOARD OF DIRECTORS
March 25, 2024**

PURPOSE

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

- oversee the Company’s compensation strategy and practices, with a goal to attract, incentivize, retain and reward top quality executive management and employees;
- review and determine the compensation to be paid to the Company’s executive officers and directors;
- administer incentive and equity-based compensation plans;
- assist the Board in its oversight of the development, implementation and effectiveness of the Company’s policies and strategies relating to its human capital management function, including but not limited to those policies and strategies regarding recruiting, retention, career development and progression, management succession, diversity and inclusion, and employment practices;
- review and discuss with management the Company’s compensation disclosures in the “Compensation Discussion and Analysis” section of the Company’s annual reports, registration statements and proxy statements filed with the Securities and Exchange Commission (the “*SEC*”); and
- prepare and review the Committee report on executive compensation included in the Company’s annual proxy statement.

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 members of the Board appointed by, and will 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 independence and other requirements imposed by applicable law and stock exchange listing requirements;

- the “non-employee director” requirements under Rule 16b-3 under the Securities Exchange Act of 1934 (the “*Exchange Act*”); and
- any other qualifications determined by the Board.

AUTHORITY

The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee. If the Committee concludes that it must retain legal, accounting or other outside advisors (including compensation consultants), it may do so and determine compensation terms for those advisors at the Company’s expense. The Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of the Company. The Committee will have authority to require that any of the Company’s personnel or outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its advisors. The chief executive officer (the “*CEO*”) and other executive officers (as used in this charter, the term “*executive officer*” means any “officer” as defined in Rule 16a-1(f) under the Exchange Act) may not be present during voting or deliberations by the Committee regarding the compensation of such executive officer.

The Chairperson shall have the delegated authority to act on behalf of the Committee in connection with (1) approval of the retention of compensation consultants and outside service providers and advisors (including negotiation and execution of their engagement letters) and (2) as may otherwise be determined by the Committee. The Committee also may form and delegate authority to one or more subcommittees consisting of one or more members of the Committee to the extent allowed under applicable law and stock exchange listing requirements. By delegating an issue to the Chairperson or a subcommittee, the Committee does not surrender any authority over that issue. Any action or decision of the Chairperson or a subcommittee will be presented to the full Committee at its next scheduled meeting. By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities.

The Committee may delegate to one or more officers of the Company the authority to grant, amend and/or administer awards of cash or options or other equity securities to any employees or other service providers of the Company who, in either case, are not executive officers of the Company under the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate. Any such delegation must be made in accordance with the terms of the relevant plan, the Company’s bylaws and applicable state law.

RESPONSIBILITIES

The Committee’s responsibilities are for oversight, as described under “Purpose” above. The members of the Committee are not employees of the Company, and they do not perform management’s functions. The Committee relies on the expertise and knowledge of management in carrying out its oversight responsibilities.

The Committee shall have the following responsibilities; provided, however, that this list of responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law and stock exchange listing requirements. The Board will retain the right to act on all such matters without limiting the Committee’s authority, subject to compliance with applicable law and stock exchange listing requirements.

1. **Overall Compensation Strategy.** The Committee will review, oversee and approve the Company's overall compensation strategy and practices. Alternatively, the Committee may make recommendations to the Board for approval of any such matters.
2. **Compensation of Chief Executive Officer.** The Committee will review and approve corporate and individual goals and objectives relevant to the CEO's compensation, 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, including annual salary, bonus, equity-based incentives and other benefits and perquisites, direct and indirect.
3. **Compensation of Other Executive Officers.** The Committee will review and approve, or recommend to the full Board, corporate and individual goals and objectives relevant to the compensation of the executive officers other than the CEO (and other members of senior management in the Committee's discretion upon request) and approve, or recommend to the Board for approval, their compensation, including annual salary, bonus, equity-based incentives and other benefits and perquisites, direct and indirect.
4. **Employment and Post-Employment Arrangements.** The Committee will review and approve, or recommend to the full Board, any employment or post-employment agreement or arrangement (including severance and change in control benefits) applicable to any of the Company's executive officers (and other members of senior management in the Committee's discretion upon request).
5. **Compensation of Directors.** The Committee will review and make recommendations to the Board for approval of the type and amount of compensation to be paid or awarded to Board members.
6. **Incentives Alignment.** The Committee will review the Company's practices and policies of employee compensation as they relate to alignment of incentives, to determine if such compensation policies and practices are reasonably likely to have a material adverse effect on the Company, and take such determinations into account in discharging the Committee's responsibilities.
7. **Administration of Benefit Plans.** The Committee will have full power and authority to adopt, amend, terminate, and administer the Company's equity awards, pension, retirement and profit-sharing plans, incentive compensation plans, benefit 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.
8. **Equity-Based Awards.** The Committee will review and approve, or recommend to the full Board, all equity-based awards, including pursuant to the Company's equity-based plans, subject to the ability of the Committee to delegate authority pursuant to this charter and the terms of the applicable plans.
9. **Human Capital.** The Committee will discuss with management periodically and oversee as it deems appropriate: the development, implementation and effectiveness of the Company's policies and strategies relating to its human capital management function, including but not limited to those policies and strategies regarding recruiting, retention, career development and progression, diversity and inclusion and employment practices.
10. **Recruiting and Management Succession.** The Committee will work with the CEO with

respect to succession plans for the Company's executive officers and shall advise on the recruitment, retention and operation of the Company's senior executive team, as appropriate.

11. Compensation Discussion and Analysis and Committee Report. The Committee will review and discuss with management any "Compensation Discussion and Analysis" and report of the Committee required to be included in any filing with the SEC.

12. Conflict of Interest. The Committee will review and discuss with management, at least annually, 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.

13. Stockholder Proposals. The Committee will oversee the Company'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, and discuss the results of any advisory votes on executive compensation with respect to the Company's named executive officers.

14. Regulatory Compliance. The Committee will monitor the Company's regulatory compliance with respect to compensation matters.

15. Clawback Policies. The Committee will oversee and modify, if necessary, the Company's compensation clawback or similar policies.

16. Stock Ownership Guidelines. If the Board or Committee determines to be necessary or appropriate, the Committee will establish and monitor stock ownership guidelines for directors and/or executive officers of the Company.

17. Committee Self-Assessment. The Committee will annually evaluate its performance and periodically review the adequacy 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. The same procedural rules concerning notice of meetings, actions by unanimous consent or telephonic meetings and meetings held by other means of remote communication, and other procedural matters, shall apply to Committee meetings as apply to meetings of the Board under the Company's bylaws and other governing documents. A majority of the Committee membership will be a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.

Unless otherwise determined by the Committee, each regularly scheduled meeting will conclude with an executive session that excludes members of management.

The Committee will maintain written minutes of its meeting and regularly report to the Board on its actions and recommendations.