CHARTER OF THE COMPENSATION COMMITTEE

OF THE BOARD OF DIRECTORS OF

PAGERDUTY, INC.

(Last Amended on June 10, 2026)

PURPOSE

The purpose of the Compensation Committee (the "**Compensation Committee**") of the Board of Directors (the "**Board**") of PagerDuty, Inc., a Delaware corporation (the "**Company**") is to, among other things:

- review and approve the compensation of the Company's Chief Executive Officer ("**CEO**");
- review and approve, or recommend to the Board for approval, the compensation of the Company's other Executive Officers and the Company's Leadership Employees (each as defined below);
- provide oversight of the Company's compensation policies, plans and programs, and overall compensation philosophy;
- oversee and administer the Company's equity compensation plans for its CEO, other Executive Officers, Leadership Employees, other employees and other service providers and the granting of equity awards pursuant to such plans or outside of such plans;
- prepare the report of the Compensation Committee required by the rules and regulations of the Securities and Exchange Commission (the "**SEC**"); and
- assist the Board in its oversight of the Company's policies and strategies relating to human capital management.

The term "compensation" includes salary, short-term incentives, long-term incentives, bonuses, perquisites, equity incentives, severance benefits, retirement benefits and other related benefits and benefit plans.

COMPOSITION

1. **Membership and Appointment**. The Compensation Committee will consist of at least two (2) members of the Board, with the exact number determined by the Board. Members of the Compensation Committee will be appointed by the Board and may be removed, with or without cause, 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:

- Each member of the Compensation Committee will meet the independence requirements of the listing standards of the Exchange and the SEC, as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of the SEC and 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 who shall preside at each meeting of the Compensation Committee, set the agendas for the Compensation Committee meetings and report regularly to the Board regarding the Compensation Committee’s activities. 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 responsibilities and duties 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 request.

1. **Set Compensation for CEO, Other Executive Officers and Leadership Employees**. The Compensation Committee will:

   - review and approve the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO’s performance in light thereof, and, either as a committee or together with the other independent directors (as directed by the Board), consider factors related to the performance of the Company in approving the compensation level of the CEO;

   - review and approve the CEO’s (i) base salary, (ii) incentive bonus, (iii) equity compensation, (iv) employment agreement, severance arrangement or change of control protections and (v) other benefits, compensation or similar arrangements, if any (including, without limitation, perquisites and any other form of compensation), including any amendments to, or terminations of, any of the foregoing;

   - review and approve, or recommend to the Board for approval, the corporate goals and objectives relevant to the compensation of (1) the individuals who are “officers” of the Company under Rule 16a-1(f) promulgated under the Exchange Act (the “**Executive Officers**”) other than the CEO and (2) the other officers of the Company who are (i) at or above the Vice President level and (ii) who report directly to the CEO (the “**Leadership Employees**”);

   - in consultation with the CEO, approve or recommend to the Board for approval items (i) through (v) in the second bullet above (including any amendments to, or terminations of, any of the foregoing) for (1) the Executive Officers other than the CEO and (2) the Leadership Employees; and

   - review and approve any compensatory contracts or similar transactions or arrangements with current or former Executive Officers and Leadership Employees, 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 will:

- review, approve and administer annual and long-term incentive compensation plans for service providers of the Company, including Executive Officers and Leadership Employees, 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.
- oversee and administer the Company's equity incentive plans. In its administration of the plans, the Compensation Committee's authority includes the authority to (i) grant stock options, restricted stock units, performance stock units, stock purchase rights or other equity-based or equity-linked awards to individuals eligible for such grants (including grants to Executive Officers and Leadership Employees) in compliance with Rule 16b-3 promulgated under the Exchange Act and in accordance with procedures and guidelines, if any, established by the Board, (ii) amend such stock options, restricted stock units, performance stock units, stock purchase rights or other equity-based or equity-linked awards and (iii) if the Board or the Compensation Committee determines to be necessary or appropriate, establish and periodically review the Company's policies for equity grant timing. 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;
- 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 make recommendations to the Board for approval, with respect to 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 the list of companies, if any, to be included in any compensation peer group used to determine executive pay levels based on criteria the Compensation Committee deems appropriate;
    - 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;

- periodically review and recommend to the Board the type and amount of director compensation for Board and committee service for non-management directors in accordance with applicable legal and regulatory guidelines;

- 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 or inappropriate risk-taking and to evaluate compensation policies and practices that could mitigate such risks; and

- review, adopt, amend and/or terminate, or recommend to the Board for approval, amendment or termination, and oversee clawback policies and/or practices if and as the Compensation Committee determines to be necessary or appropriate, or as required by law, and any required recoupment and disclosure.

3. **Compliance and Governance**. The Compensation Committee will:

- review and discuss with management the Company's Compensation Discussion and 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 any Say-on-Pay Votes and the frequency of any such Say-on-Pay 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 will 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 Compensation Committee will review and assess the performance of the Compensation Committee on an annual basis.

6. **Stock Ownership Guidelines**. The Compensation Committee will review, adopt, amend and/or terminate, or recommend to the Board for approval, amendment or termination, stock ownership policies, guidelines and/or practices applicable to members of the Board and/or Executive Officers, if and as the Compensation Committee determines to be necessary or appropriate. The Compensation Committee will monitor and oversee any such stock ownership policies, guidelines and/or practices.

7. **Human Capital Management**. The Compensation Committee will periodically review matters relating to human capital management, including the Company's policies and strategies regarding

recruiting, retention, career development and progression, corporate culture and other employment practices. If and as the Compensation Committee determines to be necessary or appropriate, the Compensation Committee will make recommendations to the Board regarding the Company's human capital management policies and strategies.

The Compensation Committee will 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 Executive Officers and Leadership Employees, including equity incentive plans, the Compensation Committee shall consider the results, if any, of the most recent Say-on-Pay Vote required by Section 14A of the Exchange Act.

MEETINGS AND PROCEDURES

1. Meetings.

- The Compensation Committee will meet as often as it deems necessary or appropriate, but no less than two (2) times per year, at such times and places as the Compensation Committee determines. The same procedural rules concerning notice of meetings, meetings and meetings held by other means of remote communication, and other procedural matters, shall apply to Compensation Committee meetings as apply to meetings of the Board under the Company's bylaws and other governing documents. The chairperson of the Compensation Committee will preside at each meeting. The chairperson will approve the agenda for the meetings, and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Compensation Committee members present. A majority of the total number of then-serving members of the Compensation Committee shall constitute a quorum. The approval by a majority of such quorum shall constitute a valid act of the Compensation Committee at a duly held meeting. The Compensation Committee may act by unanimous 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 meeting 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. No Executive Officer may 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 will report regularly to the Board regarding its activities, determinations and recommendations.

3. Authority to Retain Advisors.

- The Compensation Committee will 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 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, to pay any such 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; Delegation Authority**. 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, any 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.

The Compensation Committee may delegate to one or more officers or other employees of the Company the authority to grant, amend and/or administer awards of cash or restricted stock units, performance stock units, stock options or other equity securities to any employees or other service providers of the Company who, in either case, are not Executive Officers, under the Company’s incentive-compensation or other equity-based plans as the Compensation 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.

5. **Compensation**. Members of the Compensation Committee will 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.

6. **General Authority**. The Compensation Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of any of the foregoing responsibilities.