

# DUOLINGO, INC.

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER (as of February 26, 2024)

This Nominating and Corporate Governance Committee Charter (this “*Charter*”) was adopted by the Board of Directors (the “*Board*”) of Duolingo, Inc., a Delaware corporation (the “*Company*”), on February 26, 2024.

### I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) is to, among other things, identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of stockholders, to develop and recommend to the Board a set of Corporate Governance Guidelines, to oversee the evaluation of the Board and management.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws (as in effect from time to time) and applicable law. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.

### II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC, subject to any available exception.

The members of the Committee shall be appointed by the Board. Committee members may be removed from the Committee, 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 Chair (or in his or her absence, a member of the Committee designated by those Committee members in attendance shall preside at meetings of the Committee. The Committee shall have 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 has authority to retain and terminate any search firm to be used to identify

director candidates, including authority to approve such search firm's fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

#### **IV. Duties and Responsibilities**

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board so that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines.

3. *Director Independence and Qualification Determinations.* The Committee will review and make recommendations to the Board regarding director independence and qualification determinations with respect to continuing and prospective directors.

4. *Stockholder Director Nominations.* The Committee will review, evaluate and, as applicable, propose and approve, stockholder recommended nominees for election to the Board.

5. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

6. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

7. *Service on Other Boards.* The Committee shall review any notification by a director of his or her proposed service on another company's board in accordance with the Company's Corporate Governance Guidelines for purposes of compliance with applicable laws and policies.

8. *Director Changes in Position or Circumstances.* The Chair will review any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the director or the Company, in accordance with the Company's Corporate Governance Guidelines. Based on this review, the Chair may recommend that the Board request such director to resign from the Board.

9. *Board and Board Committee Evaluations.* The Committee will oversee the self-evaluations of the Board and its committees.

10. *Succession Planning.* The Committee will help develop succession plans for key executives of the Company, other than the Chief Executive Officer, and review these plans periodically.

11. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

12. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

13. *Committee Self-Evaluation.* The Committee shall, at least annually, perform an evaluation of the performance of the Committee.

14. *Review of this Charter.* The Committee shall at least 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.