

# DUOLINGO, INC.

## COMPENSATION AND LEADERSHIP COMMITTEE

(As of June 27, 2021)

### I. Purpose

The purpose of the Compensation and Leadership Committee (the “*Committee*”) is to oversee the discharge of the responsibilities of the Board of Directors (the “*Board*”) of Duolingo, Inc., a Delaware corporation (the “*Company*”), relating to compensation of the Company’s executive officers and directors and review policies, programs, and initiatives focusing on leadership development.

### 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 (the “*Nasdaq*”), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws. If the Committee includes any director who is not a “Non-Officer Director,” as defined under Rule 16b-3(b)(3) promulgated under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), such director shall not vote in the Committee’s (or any subcommittee of the Committee’s) approval of any equity grants made to members of the Board or the Company’s officers under Rule 16a-1(f) promulgated under the Exchange Act. Committee members must 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 must 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 must 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**

1. *CEO and Employee-Director Compensation.* With respect to the Company's Chief Executive Officer ("**CEO**") and any executive officer of the Company who is a then-serving member of the Board (an "**Officer Director**"), the Committee shall review the CEO's and Officer Director's compensation in light of market trends in executive compensation, and make recommendations to the Board regarding the compensation of the CEO and Officer Director based on such review. The Committee shall, periodically and as and when appropriate, review and recommend for approval the following as they affect the CEO and Officer Director: (a) any employment agreement and severance arrangement; (b) any change-in-control agreement and change-in-control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for the CEO, Officer Director and individuals who formerly served as CEO or Officer Director, including supplemental retirement benefits and the perquisites provided to them during and after employment. The Board shall retain the authority to: (x) approve the corporate goals and objectives relevant to CEO and Officer Director compensation, (y) evaluate CEO and Officer Director performance in light of such corporate goals and objectives, and (z) approve the compensation of the CEO and Officer Director; provided, however, the Board may, from time to time, delegate such authority to the Committee.

2. *Other Executive Officer Compensation.* With respect to the compensation of each of the executive officers other than the CEO and any Officer Director (each, an "**Other Executive Officer**" and, collectively, the "**Other Executive Officers**" and together with the CEO and Officer Director, the "**Executive Officers**"), the Committee shall: (a) review and approve the corporate goals and objectives relevant to the Other Executive Officer's compensation, (b) evaluate the Other Executive Officer's performance in light of those goals and objectives and (c) approve all compensation of the Other Executive Officer based on such evaluation. The Committee shall, periodically and as and when appropriate, review and approve the following as they affect an Other Executive Officer: (x) any employment agreement and severance arrangement; (y) any change-in-control agreement and change-in-control provisions affecting any elements of compensation and benefits; and (z) any special or supplemental compensation and benefits for an Other Executive Officer, including supplemental retirement benefits and the perquisites provided to them during and after employment. The Committee shall report to the Board all compensation determinations relevant to the Other Executive Officers.

3. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

4. *Compensation Plans.* The Committee will review and approve or make recommendations to the Board regarding the Company’s incentive compensation plans and arrangements, retirement plans, and equity-based plans and arrangements.

5. *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.

6. *Compensation Committee Report.* The Committee shall produce the annual Compensation Committee Report for inclusion in the Company’s proxy statement and annual report on Form 10-K in compliance with the rules and regulations promulgated by the Securities and Exchange Commission.

7. *Compensation Philosophy and Alignment with Multi-Stakeholder Approach.* The Committee will review and discuss annually 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 all stakeholders over the long-term.

8. *Compensation Risk Matters.* The Committee will review and discuss periodically 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.

9. *Leadership Diversity and Belonging.* Review periodically the Company’s policies, programs, and initiatives focusing on diversity and belonging with respect to the Company’s leadership.

10. *Reports to the Board of Directors.* The Committee shall report regularly to the Board regarding the activities of the Committee.

11. *Committee Self-Evaluation.* The Committee shall annually perform an evaluation of the performance of the Committee.

12. *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 law.