

# RENT THE RUNWAY, INC.

## CORPORATE GOVERNANCE GUIDELINES

(As of November 16, 2023)

The Board of Directors (the “**Board**”) of Rent the Runway, Inc. (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation, bylaws, the Stockholders’ Agreement (the “**Stockholders Agreement**”) entered into by and among the Company, Jennifer Y. Hyman, entities affiliated with Bain Capital Ventures and entities affiliated with Highland Capital Partners and certain related parties, for so long as such agreement is in effect, and other corporate governance documents.

These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

### I. THE BOARD

#### A. Size of the Board

The Company’s certificate of incorporation provides that, subject to the terms of the Stockholders Agreement, the number of directors will be fixed from time to time by the Board. The Nominating and ESG Committee will periodically review the size of the Board and may make recommendations to the Board regarding the size that is most effective in relation to future operations.

#### B. Independence of the Board

Except as otherwise permitted by the applicable rules of The Nasdaq Stock Market LLC (“**Nasdaq**”) and subject to the terms of the Stockholders Agreements, the Board will be comprised of a majority of directors who qualify as independent directors (the “**Independent Directors**”) as required under Nasdaq rules.

### C. Separate Sessions of Independent Directors

The Independent Directors will periodically meet in executive session without non-Independent Directors or management present, and as requested by an Independent Director, but no less than twice per year.

### E. Lead Director

If the Chair of the Board is a member of management or does not otherwise qualify as independent, the Independent Directors may elect a lead independent director (“lead director”). The lead director’s responsibilities include, but are not limited to:

- presiding over all meetings of the Board at which the Chair of the Board is not present, including any executive sessions of the Independent Directors;
- working with management to set Board meeting schedules and agendas;
- leading the board/director evaluation process with the Nominating and ESG Committee; and
- acting as the liaison between the Independent Directors and the Chief Executive Officer and Chair of the Board.

At such times as the Chair of the Board is an Independent Director, the Chair of the Board will serve as lead director. The Board may modify its leadership structure in the future as it deems appropriate.

### E. Director Membership Criteria

In evaluating the suitability of individual candidates for Board membership (both new candidates and current Board members), the Nominating and ESG Committee and the Board will consider membership criteria as described in Attachment A.

### F. Selection of New Directors

The Board is divided into three (3) classes. As a result, approximately one-third (1/3) of the Board will stand for election by the stockholders of the Company each year at the Company’s annual meeting for three (3) year terms. Each year, at the annual meeting, the Board will recommend a slate of directors for election by the stockholders. In accordance with the bylaws of the Company, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The Nominating and ESG Committee is primarily responsible for identifying, screening and recommending candidates to the entire Board for Board membership.

G. Director Orientation and Continuing Education

Management will provide an orientation process for new directors, including background materials. As appropriate, management will provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business and will reimburse directors for reasonable expenses.

H. No Specific Limitation on Other Board Service

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, the Nominating and ESG Committee may take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors. Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify the Chair and the General Counsel. The General Counsel shall review the proposed board membership to ensure compliance with applicable laws and policies.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies.

I. Directors Who Significantly Change Their Current Job Responsibilities or Become Aware of Circumstances that May Adversely Reflect upon the Director or the Company

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify the Chair and the General Counsel of such circumstances. The Board, in consultation with the Nominating & ESG Committee, and in accordance with the Stockholders Agreement may request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

J. Term Limits

The Board does not believe it is in the best interests of the Company to establish term limits because they may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

K. Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees as set forth in the bylaws and committee charters. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- Exercising their business judgment in good faith;
- Acting in what they reasonably believe to be the best interest of all stockholders;
- Becoming and remaining well-informed about the Company's business and operations and general business and economic trends affecting the Company; and
- Ensuring that the business of the Company is conducted so as to further the long-term interests of its stockholders.

L. Compensation

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of stockholders. The Compensation Committee will review and make recommendations to the Board regarding the cash and equity compensation of directors. Only non-management directors shall be eligible to receive compensation for their service.

N. Interaction with Institutional Investors, the Press and Customers

The Board believes that management speaks for the Company. Each director should refer all inquiries from institutional investors, the press or customers regarding the Company's operations to management. Individual Board members may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chief Executive Officer or another authorized spokesperson of the Company.

O. Access to Information and Employees

The Board and its committees will have full access to the Company's books, records, facilities and personnel, as needed. The Board will use its judgment to ensure that any such contact is not disruptive to the business operations of the Company.

P. Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to such advisors, whether retained by the Company, or directly by the Board, that the Board considers necessary to discharge its responsibilities.

Q. Board and Committee Self-Evaluation

The Nominating and ESG Committee will oversee a periodic assessment of the Board and its committees.

**II. BOARD MEETINGS**

A. Frequency of Meetings

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business.

B. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for, attend, and meaningfully participate in meetings of the Board and applicable committee meetings, with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chief Executive Officer or the Chair of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting virtually or by phone, if the meeting is held in person. Directors are also expected to make themselves available outside of Board meetings for advice and consultation.

Each director is encouraged to attend the Company's annual meeting of stockholders.

C. Attendance of Non-Directors

The Board and its committees are encouraged to invite Company management and outside advisors or consultants to participate in Board and/or committee meetings where they may share relevant information or insight related to business discussed at the meeting. Attendance of non-directors at Board meetings is at the discretion of the Board.

D. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the

extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

### **III. COMMITTEE MATTERS**

#### **A. Number, Name, Responsibilities and Independence of Committees**

The Board currently has three (3) standing committees: (i) the Audit Committee, (ii) the Compensation Committee, and (iii) the Nominating and ESG Committee. Each Committee is composed entirely of Independent Directors, subject to any exceptions provided by the Nasdaq rules and applicable laws and regulations. From time to time and depending upon the circumstances, the Board may form a new committee or disband a current committee. Each committee will perform its duties as assigned by the Board in compliance with the Company's bylaws and the committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

#### **B. Appointment and Rotation of Committee Members**

Committee members and committee chairs will be appointed by the Board according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee. The Board will consider any recommendations made by the Nominating and ESG Committee. Committee membership and the position of committee chair will not be rotated on a mandatory basis unless the Board determines that rotation is in the best interest of the Company.

### **IV. SUCCESSION PLANNING**

The Board (or a committee delegated by the Board) will work on a periodic basis with the Chief Executive Officer to evaluate the Company's succession plans for the Chief Executive Officer and other executive officers.

### **V. RISK MANAGEMENT**

The Board, as a whole and through its standing committees, is responsible for the oversight of the Company's risk management process, including risk identification and related policies and procedures. In particular, the Board shall:

- receive quarterly management updates regarding risks relating to data privacy, technology and information security, including cyber security, and the steps the Company has taken to monitor and control such exposures; and

- provide oversight assistance in connection with the Company's legal, regulatory and ethical compliance, including the procedures in place to enforce the Code of Conduct.

Additionally, while each committee shall be responsible for evaluating certain risks and overseeing the management of such risks, the entire Board will be regularly informed through committee reports about such risks.

## **Attachment A**

### **Director Membership Criteria**

#### **Director Membership Criteria**

The Board believes that the Board membership should reflect a diversity of experience, qualifications, skills, gender, race and age in order to ensure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure. In evaluating director candidates, the Nominating and ESG Committee and the Board may consider the following criteria as well as any other factor that they deem to be relevant:

1. The candidate's experience in corporate management, such as serving as an officer or former officer of a publicly held company;
2. The candidate's personal and professional integrity;
3. The candidate's experience as a board member of another publicly held company;
4. The candidate's professional and academic experience relevant to the Company's industry, operations, and target markets;
5. The candidates ability to exercise mature business judgment, including, but not limited to, the ability to make independent analytical inquiries;
6. The strength of the candidate's leadership skills;
7. The candidate's experience in finance and accounting and/or executive compensation practices;
8. Whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable; and
9. The candidates diversity of background and perspective, including, but not limited to, with respect to age, gender, race and geographic background as well as diversity of expertise and experience in substantive matters pertaining to the Company's business relative to other board members.

In addition, the Board will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits.