

RENT THE RUNWAY, INC.

COMPENSATION COMMITTEE CHARTER

(As of October 27, 2021)

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Rent the Runway, Inc. (the “Company”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors.

II. Composition

The Committee must consist of at least two directors, with the exact number to be determined by the Board, each of whom must satisfy the independence requirements of The Nasdaq Stock Market LLC (“Nasdaq”), except as otherwise permitted by applicable Nasdaq rules, and meet all other applicable independence standards for members of compensation committees, unless otherwise determined by the Board. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair of the Committee 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 Chair of the Committee shall preside at each meeting and work with management to set each meeting agenda.

The Committee may, in its sole discretion, retain or obtain advice from any 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, or as otherwise delegated by the Board.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee, 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

The principal duties and responsibilities of the Committee are set forth below. These duties are provided as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances.

1. *Executive Officer Compensation.* The Committee will review and approve or make recommendations to the Board regarding the compensation of the Chief Executive Officer and other executive officers of the Company. Executive officers may not be present during voting or deliberations on his or her individual compensation.
2. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.
3. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements (the "*Plans*"). The Committee has full authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board), and to make grants of cash-based and equity-based awards under the Plans.
4. *Employment Agreements and Severance Arrangements.* The Committee will review and approve all employment agreements and severance arrangements for the executive officers of the Company.
5. *Human Capital Management.* The Committee will oversee and periodically review the Company's talent and employee development programs and its strategy, efforts and results regarding diversity, equity and inclusion.
6. *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.
7. *Compensation Risk Management.* The Committee will oversee the management of risks associated with the Company's compensation policies and practices, including the review of an annual risk assessment, to the extent it is required.
8. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report, to the extent it is required.
9. *Reports to the Board of Directors.* The Committee will report regularly to the Board regarding the activities of the Committee.

10. *Committee Self-Evaluation.* The Committee will periodically perform an evaluation of the performance of the Committee.

11. *Review of this Charter.* The Committee will 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. To the extent permitted by applicable law and the applicable Plan, the Committee also may delegate to one or more executive officers of the Company the authority to grant, and make determinations and administer the Plan with respect to, equity-based awards under a Plan to employees and consultants of the Company who are not officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended) or directors of the Company.

VI. Stockholders' Agreement

For so long as 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 is in effect, this Charter will be interpreted to be consistent with such agreement.