

RENT THE RUNWAY, INC.

NOMINATING AND ESG COMMITTEE CHARTER

(As of October 27, 2021)

I. Purpose

The purpose of the Nominating and ESG Committee (the “Committee”) of the Board of Directors (the “Board”) of Rent the Runway, Inc. (the “Company”) is to identify individuals qualified to become members of the Board 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 the Corporate Governance Guidelines (as defined herein), to advise the Board on certain corporate governance matters, to assist the Board in overseeing the Company’s sustainability strategies, and to oversee the evaluation of the Board.

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, subject to any available exception. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair of the Committee is designated by the Board, the Committee may designate a Chair of the Committee 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 has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole 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.

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, and the Company’s bylaws, or as otherwise delegated by the Board.

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. *Director Nominees.* The Committee will assist in identifying individuals to include in the pool from which Board nominees are chosen and will consider their diversity of backgrounds and experience in the context of the needs of the Board. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders and director candidates to fill vacancies occurring between annual meetings of stockholders.
2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are set forth in the Company's corporate governance guidelines (the "Corporate Governance Guidelines").
3. *Board Committee Structure and Membership.* The Committee will annually review the composition of the Board's committees and, as needed, recommend to the Board, for its consideration and approval, directors to serve as members of each committee.
4. *Board Size.* The Committee will periodically review the size of the Board and may make recommendations to the Board regarding the size.
5. *Risk Management.* The Committee will oversee the management of risks associated with director independence, conflicts of interest, board composition and organization, and director succession planning.
6. *Corporate Governance Guidelines.* The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
7. *ESG Matters.* Oversee the Company's sustainability strategies, policies and practices.
8. *Board Evaluation.* The Committee will oversee the periodic self-evaluations of the Board and its committees.
9. *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.
10. *Reports to the Board of Directors.* The Committee will report regularly to the Board regarding the activities of the Committee.
11. *Committee Self-Evaluation.* The Committee will periodically perform an evaluation of the performance of the Committee.
12. *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.

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.