



MariaDB plc

Compensation and Human Resources Committee Charter

(as adopted on December 18, 2022)

Purpose and Authority

The purpose of the Compensation and Human Resources Committee (the “**Committee**”) of the board of directors (the “**Board**”) of MariaDB plc (the “**Company**”) is to, among other things, (a) discharge the responsibilities of the Board relating to compensation of the Company’s Chief Executive Officer (the “**CEO**”) and the Company’s other executive officers (collectively, including the CEO, the “**Executive Officers**”) and (b) make recommendations to the Board with respect to compensation of the non-employee members of the Board. The Committee shall have overall responsibility for approving and evaluating compensation plans, policies and programs of the Company as they affect the Executive Officers. The Committee shall also have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

To the extent permitted by applicable law, regulations and listing requirements, as the Committee deems appropriate, it may form and delegate authority to subcommittees of the Committee and may delegate authority to one or more designated members of the Board and to one or more designated Company officers.

Composition

Independence

The Committee shall be composed of at least two directors, each of whom shall, as determined by the Board, meet the independence standards established by the Board and applicable laws, regulations and listing requirements applicable to the Company from time to time. At least two members of the Committee also shall qualify as “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

Appointment and Removal of Members

The members of the Committee shall be appointed by the Board and the Board may remove any member from the Committee at any time with or without cause.

Meetings and Reporting to Board

The Committee shall meet as often as necessary to fulfill its responsibilities set forth in this Charter and otherwise, which shall include at least two (2) meetings each year. In the absence of a member designated by the Board to serve as Chair, the members of the Committee may appoint from among their number a person to preside at their meetings.

Meetings of the Committee may be held in-person, telephonically, by video conference and/or through any other method of electronic communication. The Committee may also act by written resolution in lieu of a meeting.

The Committee shall report regularly to the Board on its activities.

Agenda and Minutes

The Chair will generally be responsible for setting the agendas for Committee meetings. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be communicated to members sufficiently in advance of each meeting.

Duties and Responsibilities

The Committee shall have the following responsibilities and authority, in addition to any responsibilities and authority assigned to the Committee from time to time by the Board.

Executive Compensation Philosophy and Programs

1. Periodically review and approve the Company's overall executive compensation philosophy and the Company's programs, policies, and practices regarding compensation of the Executive Officers.

CEO and Executive Officer Compensation

2. Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives and determine and approve the CEO's compensation levels based on that evaluation. In determining the incentive components of CEO compensation, the Committee may consider a number of factors, including, but not limited to, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years. The CEO may not be present during any voting or deliberations by the Committee on his or her compensation.

3. At least annually, review and, as applicable, approve the compensation of the Executive Officers, including annual base salaries, annual and long-term incentive awards and opportunities, and perquisites or other personal benefits.
4. Periodically and as and when appropriate, review and approve the following as they affect the Executive Officers: (i) employment agreements and severance arrangements; (ii) change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (iii) special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and perquisites provided to them during and after employment.

Other Compensation Plans and Arrangements

5. Review and recommend to the Board (and shareholders, if appropriate) for its approval the adoption of equity-based plans and such amendments of equity-based plans required by the terms of the plans to be approved by the Board.
6. Oversee the administration of the Company's equity-based compensation plans.
7. Carry out such duties under equity and other compensation plans or policies as may be assigned to the Committee by the Board from time to time.
8. Determine Executive Officer stock ownership guidelines and monitor compliance with such guidelines.

Succession Planning

9. Develop, in consultation with the Board and the CEO, a long-term management succession plan to be discussed at least annually with the Board.
10. Develop, in consultation with the Board and the CEO, a short-term succession plan for unexpected situations affecting the CEO and senior management.
11. In the event of a vacancy in the position of CEO, make a recommendation to the Board with respect to the appointment of a successor.

Non-Employee Director Compensation

12. Make recommendations to the Board with respect to the compensation (including equity awards) of the non-employee members of the Board and periodically

review Board compensation policies and programs and discuss the results of such review with the Board.

13. Determine director stock ownership guidelines and monitor compliance with such guidelines.

General Human Capital Management

14. Consider and review with management strategies and policies regarding human capital management, including with respect to workplace environment and culture, pay equity and talent attraction and retention. Periodically review such strategies and policies with the Board.
15. Establish and review with management general policies and overall philosophy relating to compensation and benefits of employees.

Review of Compensation Risk

16. Periodically evaluate with management whether risks arising from the Company's compensation programs for all employees are reasonably likely to have a material adverse effect on the Company and periodically review such risks with the Board and the Audit Committee.

Reports and Review

17. Review and discuss with the Company's management and approve, as applicable, the Compensation Discussion and Analysis required by the rules and regulations of the Securities and Exchange Commission to be included in the Company's annual proxy statement or annual report on Form 10-K, when and as applicable.
18. Provide the Compensation Committee Report, as applicable, required to be included in the Company's annual proxy statement or annual report on Form 10-K.
19. Oversee the Company's compliance with Securities and Exchange Commission rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes; the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans; and the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers.

20. Review and make recommendations with respect to shareholder proposals and shareholder engagement related to executive compensation matters.

Consultants and Advisers

21. The Committee shall have the authority, in its sole discretion, to retain (or obtain the advice of) and terminate a compensation consultant, independent legal counsel or other adviser ("**Compensation Adviser**") to assist the Committee with the discharge of its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Adviser engaged by the Committee.
22. The Committee may select a Compensation Adviser only after taking into consideration all factors relevant to that person's independence from management, including the following:
- The provision of other services to the Company by the person that employs the Compensation Adviser;
 - The amount of fees received from the Company by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person that employs the Compensation Adviser;
 - The policies and procedures of the person that employs the Compensation Adviser that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the Compensation Adviser with a member of the Committee;
 - Any stock of the Company owned by the Compensation Adviser; and
 - Any business or personal relationship of the Compensation Adviser or the person employing the Compensation Adviser with any Executive Officer.
23. After considering the independence factors outlined above, the Committee may select, or receive advice from, any Compensation Advisers it prefers, including ones that are not independent. The Committee is not required to conduct the independence assessment outlined above for in-house counsel or any Compensation Adviser whose role is limited to the following activities: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Executive Officers or directors of the Company, and that is available generally to all salaried employees; or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Compensation Adviser, and about which the Compensation Adviser does not provide advice.

24. If the Committee determines that the work performed by a Compensation Adviser retained by the Committee has raised any conflict of interest, the Committee shall disclose to the Board the nature of such conflict of interest and how it is being addressed. In determining whether a conflict of interest exists, the Committee shall consider the factors described above and the other requirements of the rules and regulations of the Exchange Act, as applicable.

Evaluation

The Committee shall annually review and reassess the adequacy of this Charter, including the Committee's structure, processes, and membership requirements, and, if appropriate, propose changes to the Board.

The Committee shall obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.