

WEWORK INC.

AMENDED & RESTATED CHARTER OF THE COMPENSATION COMMITTEE

ADOPTED AS OF NOVEMBER 14, 2021

I. PURPOSE OF THE COMMITTEE

The purposes of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of WeWork Inc. (the “**Company**”) shall be: (i) to oversee the Company’s compensation and employee benefit plans and practices, including its executive and non-employee director compensation plans, and its incentive-compensation and equity or equity-based plans; (ii) to review and discuss with management the compensation discussion and analysis (the “**CD&A**”) to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the U.S. Securities and Exchange Commission (the “**SEC**”); (iii) to prepare the Compensation Committee Report as required by the rules of the SEC; and (iv) to perform such further functions as may be consistent with this Charter or assigned by applicable law, the Company’s Amended and Restated Certificate of Incorporation or Amended and Restated Bylaws (in each case as may be amended from time to time) or by the Board.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of two or more independent directors as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (“**NYSE**”) and any additional requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary, provided, that no member of management (including the Chief Executive Officer of the Company) may be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs.

A majority of the members of the Committee present in person or by means of a conference telephone, videoconferencing or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

A. Executive Compensation

The Committee shall have the following duties and responsibilities with respect to the Company's executive compensation plans:

(a) Review at least annually the goals and objectives of the Company's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(b) Review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend that the Board adopt, new, or amend existing, executive compensation plans.

(c) Together with the other independent directors of the Board, evaluate annually the performance of the Chief Executive Officer, including in light of the goals and objectives of the Company's executive compensation plans, and determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the directors shall consider factors as they determine relevant, which may include, for example, the Company's performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies, and the awards made to the Chief Executive Officer of the Company in past years.

(d) Evaluate annually the performance of the other executive officers of the Company in light of the goals and objectives of the Company's executive compensation plans, and either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the compensation of such other executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, which may include the factors applicable to the Chief Executive Officer's compensation.

(e) Evaluate annually the appropriate level of compensation for Board and Committee service by non-employee directors, and recommend such compensation for approval by the Board.

(f) Review and approve any severance or termination arrangements to be made with any executive officer of the Company.

- (g) Perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan.
- (h) Review perquisites or other personal benefits to the Company's executive officers and, if applicable, directors, and recommend any changes.
- (i) Consider the results of the most recent stockholder advisory vote on executive compensation as required by Section 14A of the Securities and Exchange Act of 1934 (as amended) and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation.
- (j) Review and discuss with management the CD&A, and based on that review and discussion, to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.
- (k) Review compensation arrangements for the Company's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangements.
- (l) Review and approve, to the extent the Committee deems necessary or required by applicable law, the terms of any compensation "clawback" or similar policy or agreement between the Company and its executive officers or other employees (including as required by applicable law) for recovering incentive-based or other compensation.
- (m) To the extent the Committee determines it to be necessary or appropriate, adopt stock ownership guidelines for executive officers and non-employee directors and oversee compliance with any such guidelines.
- (n) Prepare the compensation committee report in accordance with the rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.
- (o) Oversee the Company's submission to a stockholder vote of matters relating to compensation, including advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans and amendments to such plans.
- (p) Perform such other functions as required by law, the Company's charter or bylaws or the Board.

B. General Compensation and Employee Benefit Plans

The Committee shall have the following duties and responsibilities with respect to the Company's general compensation and employee benefit plans, including incentive-compensation and equity-based plans:

- (a) Review at least annually the goals and objectives of the Company's general compensation plans and other employee benefit plans, including incentive-compensation and

equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(b) Review at least annually the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and amend, or recommend that the Board amend, these plans if the Committee deems it appropriate.

(c) Review all equity-compensation plans to be submitted for stockholder approval under the NYSE listing standards, and review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such stockholder approval requirement.

(d) Perform such duties and responsibilities as may be assigned to the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.

C. *Succession Planning*

The Committee shall, together with the other independent directors of the Board, periodically develop, review and approve a Chief Executive Officer succession plan. The Committee shall also periodically develop, review and approve succession plans with respect to executive officers other than the Chief Executive Officer.

V. ROLE OF CHIEF EXECUTIVE OFFICER

The Chief Executive Officer may make, and the Committee may consider, recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans, and its incentive-compensation and equity-based plans with respect to executive officers other than the Chief Executive Officer.

VI. SUBCOMMITTEES; DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

VII. EVALUATION OF THE COMMITTEE

The Committee shall, no less frequently than annually, evaluate its own performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VIII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Company. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration factors relevant to that person's independence from management, including the factors specified in the applicable NYSE listing standards (and such other factors as may be required by applicable law or regulation).

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, except that such review shall not be required for:

- (i) in-house legal counsel; and
- (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (A) 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 (B) providing information that either (x) is not customized for the Company or (y) is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the required independence factors.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

* * *