



**CHEWY, INC.**

**COMPENSATION COMMITTEE CHARTER**

**1. PURPOSE**

The purpose of the Compensation Committee (the "Compensation Committee") of the board of directors (the "Board") of Chewy, Inc. (the "Company") is to assist the Board with oversight of the Company's compensation policies, plans, and programs, and to review and determine the compensation to be paid to the Company's executive officers and directors.

**2. MEMBERSHIP**

**Size:** Except as otherwise permitted by the Securities and Exchange Commission (the "SEC") and applicable rules of the New York Stock Exchange ("NYSE"), the Compensation Committee shall consist of two or more members of the Board.

**Independence:** Unless otherwise permitted by applicable phase-in rules and exemptions or exemptions for "controlled companies," each member of the Compensation Committee shall be independent in accordance with the requirements of Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules of the NYSE. Unless the Board otherwise determines, at least two members of the Compensation Committee shall qualify as "non-employee directors" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934.

**Appointment/Term/Removal:** The members of the Compensation Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee. The members of the Compensation Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Compensation Committee at any time with or without cause. Resignation or removal of a Compensation Committee member from the Board for any reasons shall automatically constitute resignation or removal, as applicable, from the Compensation Committee.

### 3. STRUCTURE AND OPERATIONS

**Leadership:** The Board shall designate a member of the Compensation Committee as the chairperson based on recommendations of the Nominating and Corporate Governance Committee.

**Meetings:** The Compensation Committee shall hold such regular or special meetings as it deems necessary to fulfill its responsibilities. The agenda for Compensation Committee meetings will be prepared by the Compensation Committee chairperson in consultation with the other Compensation Committee members and other members of the Board as well as, to the extent deemed appropriate by the chairperson, from members of senior management and outside advisors. The Compensation Committee shall prepare minutes of its meetings and distribute such minutes to the Board and Secretary of the Company and report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate. The Compensation Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

**Outside Advisors:** The Compensation Committee shall have the authority, in its sole discretion, to retain and terminate a compensation consultant, outside legal counsel, and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. However, the Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of the compensation consultant, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Compensation Committee shall set the compensation and retention terms and oversee the work of the compensation consultant, outside legal counsel or any other advisors. Any communications between the Compensation Committee and its outside legal counsel will be privileged communications.

**Compensation Consultant Independence/Conflicts of Interest:** The Compensation Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest. The Compensation Committee may retain, or receive advice from, any compensation consultant they prefer, including ones that are not independent, after taking into consideration the following factors, as well as any other factors specified in the rules of the NYSE:

- (i) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;

- (ii) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
- (v) Any stock of the issuer owned by the compensation consultant, legal counsel or other adviser; and
- (vi) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

**Funding:** The Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee in its capacity as a committee of the Board, for the payment of compensation to any compensation consultant, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties.

**Delegation of Authority:** The Compensation Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Compensation Committee may deem appropriate in its sole discretion, so long as any such committee is comprised entirely of independent directors and has a written charter.

**Books and Reports:** The Compensation Committee will have access to the Company's books, records, facilities, and personnel.

#### 4. DUTIES AND RESPONSIBILITIES

The Compensation Committee functions and procedures should remain flexible to address changing circumstances most effectively. The following shall be the principal recurring processes of the Compensation Committee in carrying out its responsibilities. The processes are set forth as a guide with the understanding that the Committee may supplement or deviate from them as appropriate from time to time, consistent with the requirements of the SEC and any stock exchange on which any of the Company shares are listed.

- (i) **CEO Compensation:** To review and approve annually the corporate goals and objectives applicable to the compensation and other terms of employment (including change in control agreements) of the chief executive officer ("CEO"), evaluate at least annually the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Compensation Committee may consider the Company's performance, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Company's CEO in past years. In evaluating and determining CEO compensation, the Compensation Committee can consider, among other things, the results of the most recent stockholder advisory vote on executive compensation ("Say-on-Pay Vote") required by Section 14A of the Exchange Act, if any. The CEO shall not be present during the voting or deliberations of the Compensation Committee regarding his or her compensation.
- (ii) **Executive Officer Compensation:** To periodically review and make recommendations to the Board regarding the compensation and other terms of employment (including change in control agreements) of all other executive officers. In evaluating and making recommendations regarding executive compensation, the Compensation Committee can consider, among other things, the results of the most recent Say-on-Pay Vote, if any. The Compensation Committee shall take account of the CEO's recommendations and evaluation of each individual's performance, the Company's overall performance and comparable compensation paid to similarly situated executives in comparable companies. The CEO may be present during these deliberations but cannot vote.
- (iii) **Director Compensation:** To review all director compensation and benefits for service on the Board and Board committees annually and to recommend any changes to the Board as necessary.

- (iv) **Incentive/Equity Plans:** To review, and make recommendations to the Board regarding, incentive compensation plans and equity-based plans, which includes the ability to adopt, amend and terminate such plans, and proposals regarding any such plans to be included in the Company's proxy statement. The Compensation Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans for directors and executive officers, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. In reviewing and making recommendations regarding incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Compensation Committee can consider, among other things, the results of the most recent Say-on-Pay Vote, if any.
- (v) **Employee Benefit Plans:** To monitor the effectiveness of non-equity based benefit plan offerings, including but not limited to non-qualified deferred compensation, fringe benefits and any perquisites, in particular those pertaining to executive officers, and approve any material new employee benefit plan or change to an existing plan that creates a material financial commitment by the Company. In its discretion, the Compensation Committee may otherwise approve, amend, modify, ratify or interpret the terms of, or terminate, any non-equity based benefit plan or delegate such authority to the extent such delegation is permitted. In regard to employee benefit plans, the Compensation Committee's role shall be one of oversight and, except as the Compensation Committee otherwise expressly determines or applicable law otherwise expressly requires, the Compensation Committee shall not act as a fiduciary with respect to any benefit plans or programs under the Employee Retirement Income Security Act of 1974 or otherwise.
- (vi) **Peer Group:** To set the composition of the peer company group used for market comparison for executive compensation.
- (vii) **Compensation Disclosure; Committee Report:** To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, and determine whether or not to recommend the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.

- (viii) **Stock Ownership Guidelines**: To determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
- (ix) **Risk Management**: To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
- (x) **Say-on-Pay Frequency**: To review and recommend to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, if any, to review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement.
- (xi) **Compensation Committee Performance Evaluation**: To conduct an annual evaluation of the performance of its duties under this Charter and to present the results of the evaluation to the Board. The Compensation Committee shall conduct this evaluation in such manner as it deems appropriate.
- (xii) **Compensation Committee Charter Review**: To review this Charter at least annually and recommend any proposed changes to the Board for approval.