

Pinterest, Inc.

Nominating and Corporate Governance Committee Charter

Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of Pinterest, Inc. ("Pinterest") is to:

- Assist the Board of Directors (the "Board") by identifying and evaluating individuals qualified to become Board members, consistent with criteria approved by the Board;
- Recommend for the Board's approval the slate of nominees to be proposed by the Board to stockholders for election to the Board or nominees for election to fill interim vacancies on the Board;
- Develop, update as necessary and recommend to the Board corporate governance guidelines applicable to Pinterest and oversee related corporate governance matters;
- Lead the review of the performance of the Board and each of its standing committees;
- In conjunction with the Compensation Committee, oversee the evaluation of management; and
- Recommend to the Board the directors who will serve on each committee of the Board.

Appointment, Membership and Organization

The Committee shall be made up of at least two (2) independent members of the Board and no fewer than the minimum number of independent members as required under the New York Stock Exchange rules ("NYSE Rules"). Committee members are appointed by the Board. The Board decides the Committee's exact number of members and can remove or replace a Committee member at any time with or without cause. The Board will also make all determinations regarding satisfaction of the membership requirements described below.

At any time Pinterest is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, the Committee will comply with the rules and regulations of the Securities and Exchange Commission ("SEC"), any securities exchange that Pinterest is listed on, and any other requirements of applicable law, including those related to independence and committee composition.

Responsibilities

The Committee's main responsibilities are listed below. The Committee believes that Pinterest's policies and procedures should remain flexible in order to best react to changing conditions and circumstances. This list is intended as a guide, with the understanding that the Committee can supplement it as appropriate, consistent with the requirements of applicable rules and regulations:

1. *Board Composition.* The Committee will evaluate the composition, size, organization and governance of the Board and its committees, determine Board and committee

member qualifications and future requirements, make recommendations to the Board about the appointment of directors to committees of the Board and recommend the selection of chairs of these committees to the Board.

2. *Independence Determinations.* The Committee will review and recommend to the Board director independence determinations made with respect to continuing and prospective directors.
3. *Section 16 Officers.* The Committee will review and recommend to the Board Section 16 officer determinations with respect to Pinterest's executive officers.
4. *Director Nominees.* The Committee will develop, update as necessary and recommend to the Board policies for considering director nominees for election to the Board, which policies will reflect requirements of applicable law or listing rules, factors related to the composition of the Board (including size and structure), principles of diversity, and factors including regarding integrity, judgment, experience, and ability to devote sufficient time to attendance at and preparation for Board meetings.
5. *Stockholder Relations.* The Committee will recommend ways to enhance communications and relations with stockholders.
6. *Board Searches.* In consultation with the Chairman of the Board, the Committee will evaluate and recommend candidates for election to the Board in accordance with the procedures set forth in the Corporate Governance Guidelines and consistent with criteria approved by the Board, including nominees recommended by stockholders and nominees to fill interim vacancies. Subject to applicable law, the Committee will conduct inquiries into the background and qualifications of each candidate for the Board and such candidate's compliance with the independence and other qualification requirements established by the Board.
7. *Board Evaluations.* The Committee will oversee the performance and annual self-evaluation process for the Board and each standing Committee, including conducting surveys of director observations, suggestions and preferences regarding how effectively the Board operates. The Committee will evaluate the participation of members of the Board in continuing education activities in accordance with any applicable listing rules. The Committee Chair will report the Committee's conclusions to the Board and may make recommendations to the Chairman of the Board regarding changes that the Committee deems appropriate. The Committee will evaluate whether a director who notifies the Board of a change in job responsibilities continues to satisfy the Board's membership criteria and recommend action to be taken, if any, with respect to the director.
8. *Terminations and Resignations.* The Committee will evaluate and recommend to the Board (1) termination of service of members of the Board, for cause or for other proper reasons and (2) whether to accept any resignation tendered by a director, as required by Pinterest's Corporate Governance Guidelines.

9. *Corporate Governance Guidelines.* The Committee will establish and recommend to the Board corporate governance guidelines ("Corporate Governance Guidelines") addressing, among other things, the size, composition and responsibilities of the Board and its Committees, including its oversight of management, risks and exposures associated with director and management succession planning, corporate governance, and overall board effectiveness. The Committee shall meet in executive session with key management personnel and representatives of outside advisors as required. At least annually, the Committee will review the Corporate Governance Guidelines and make recommendations to the Board with respect to changes that the Committee deems appropriate.
10. *Ability to Investigate; Retention of Advisors.* The Committee has the power to investigate any matter brought to its attention, with full access to all Pinterest books, records, facilities and employees. The Committee has the authority to select, retain, oversee and terminate consultants, legal counsel or other advisors, including director search firms (each, a "Consultant"), to advise the Committee, at the expense of Pinterest, and to approve the terms of any such engagement and the fees of any such Consultants. In selecting a Consultant, the Committee will take into account factors that are required by applicable law or listing standards and such other factors that it considers appropriate.
11. *Charter and governance practices review.* At least once a year, the Committee will review and reassess the adequacy of this Charter and governance practices and submit any proposed changes to the Board for approval.
12. *Performance review.* The Committee will review annually its own performance and report to the Board on the results of the review.
13. *Other duties.* The Committee will carry out such other duties that may be delegated to it by the Board from time to time.

Meetings and Minutes

The Committee will meet at least two (2) times each year, and will keep minutes of each meeting and report on its actions and activities at the next quarterly meeting of the Board. The Committee decides when and where it will meet, and must deliver a copy of this schedule in advance to the Board.

Unless the Board, the Bylaws of Pinterest, Delaware law, or this Charter provides otherwise, the Committee can make, alter or repeal rules for the conduct of its business. In the absence of these rules, the Committee will conduct its business in the same way the Board conducts its business.

Delegation of Authority; Chair of Committee

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee qualified to perform such responsibilities

in accordance with the rules and regulations of the SEC, applicable listing rules and other applicable law.

Unless the Chair of the Committee is elected by the full Board, the members of the Committee shall designate a chair by the majority vote of the full Committee membership. The Committee may change the chair at any time.

Adopted: March 26, 2019