

The Trade Desk, Inc.
AMENDED AND RESTATED
COMPENSATION COMMITTEE CHARTER

(As of October 21, 2022)

This Amended and Restated Compensation Committee Charter (this “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of The Trade Desk, Inc., a Delaware corporation (the “**Company**”).

I. Purpose

The purpose of the Compensation Committee (the “**Committee**”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors. The term “executive officers” means those officers covered by Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and Rule 16a-1(f) promulgated thereunder.

II. Composition

The Committee must consist of at least two (2) directors, each of whom must (1) satisfy the independence requirements of The Nasdaq Stock Market LLC (the “**Nasdaq**”), except as otherwise permitted by applicable Nasdaq rules, and (2) meet all other eligibility requirements of applicable laws.

The members of the Committee shall be appointed by the Board. Committee members may be removed from the Committee at any time, with or without cause and with or without prior notice, by the Board. Resignation or removal of a Committee member from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership. Vacancies on the Committee, occurring for whatever reason, may be filled by the Board.

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 Committee shall meet as often as it determines is appropriate to carry out its responsibilities, which meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent in accordance with the Company’s bylaws.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors

under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any adviser retained by the Committee.

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, the Company's bylaws and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any other advisers engaged by the Committee.

IV. Duties and Responsibilities

1. *CEO Compensation.* With respect to the compensation of the Company's chief executive officer (the "**CEO**"), the Committee shall, at least annually, review the CEO compensation and make recommendations to the Board regarding the compensation of the CEO. The Board shall retain the authority to: (a) approve the corporate goals and objectives relevant to CEO compensation, (b) evaluate CEO performance in light of such corporate goals and objectives and (c) approve the compensation of the CEO; provided, however, the Board may, from time to time, delegate such authority to the Committee. The CEO may not be present during voting or deliberations on his, her or their compensation.

2. *Other Executive Officer Compensation.* The Committee will review and set, or make recommendations to the Board regarding, the compensation of the executive officers other than the CEO.

3. *Stockholder Advisory Votes.* The Committee will review and assess the results of the most recent stockholder advisory vote on executive compensation and, to the extent the Committee deems appropriate, take such results into consideration in connection with its review and approval of, or recommendation to the Board regarding, compensation for executive officers.

4. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

5. *Incentive and Equity Compensation.* The Committee will act as administrator of the Company's equity and incentive compensation plans. The Committee will review and approve, or make recommendations to the Board regarding, the Company's equity-based plans and arrangements and cash incentive plans to ensure that such plans promote stockholder interests, support the Company's strategic objectives and provide for appropriate rewards and incentives for the Company's executive officers and employees; provided, that the adoption of new equity-based compensation plans and amendments with respect to amending share reserve and class of participants under such plans shall require approval by the Board and may be recommended to the Board as the Committee deems advisable.

6. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a “Compensation Discussion and Analysis” (“**CD&A**”) in the Company’s Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company’s CD&A and will consider whether it will recommend to the Board that the Company’s CD&A be included in the appropriate filing.

7. *Risk Mitigation.* The Committee will review the Company’s employee compensation practices and policies as they relate to risk management and risk-taking incentives to determine whether such compensation policies and practices are reasonably likely to have a material adverse effect on the Company.

8. *Compensation Committee Report.* If required by applicable law, the Committee will prepare the annual Compensation Committee Report.

9. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

10. *Committee Self-Evaluation.* The Committee must periodically perform a self-evaluation of its performance.

11. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration and approval.

12. *Peer Group.* The Committee may review and approve the peer group of companies used to inform the Company’s evaluation of compensation for its employees and directors.

13. *Health and Welfare and Retirement Plans.* The Committee may review, approve and administer welfare, benefit, pension and other similar plans and/or amendments thereto for current and former employees of the Company.

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. The Committee also has the authority to authorize an officer of the Company to grant equity awards to officers (other than executive officers) and employees, and cash incentives for executive officers, each pursuant to compensation plans which have been approved by the Board.