

## SAMSARA INC.

### COMPENSATION COMMITTEE CHARTER

Adopted on November 8, 2021

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Samsara Inc. (the “**Company**”) shall be appointed by the Board to perform the duties and responsibilities set forth in this charter.

#### A. PURPOSE

The primary purposes of the Committee shall be to:

1. oversee the Company’s compensation policies, plans, benefits programs, and overall compensation philosophy;
2. assist the Board in discharging its responsibilities relating to (a) overseeing compensation of the Company’s Chief Executive Officer (the “**CEO**”) and other individuals who are “officers” as defined in Rule 16a 1(f) (all such officers, the “**Executive Officers**”) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and (b) evaluating and recommending the Executive Officer compensation plans, policies and programs of the Company;
3. administer the Company’s incentive compensation plans, equity compensation plans, and such other plans as designated from time to time by the Board; and
4. prepare the report of the Committee required by the rules and regulations of the Securities and Exchange Commission (the “**SEC**”).

The Committee shall seek to structure the Company’s compensation plans, policies and programs in order to attract and retain the best available personnel for positions of substantial responsibility with the Company, provide incentives for such persons to perform to the best of their abilities for the Company, maintain appropriate levels of risk and reward and promote the success of the Company’s business.

#### B. COMPOSITION

Membership. The Committee will consist of two or more members of the Board, with the exact number determined from time to time by the Board. All members of the Committee will be appointed by, and will serve at the discretion of, the Board. Members of the Committee may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, will automatically constitute resignation or removal, as applicable, from the Committee.

Qualifications. Each member of the Committee will:

- a. meet the independence standards established by the securities exchange on which the Company's securities are listed and the SEC, as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of the securities exchange on which the Company's securities are listed and the SEC;
- b. unless determined otherwise by the Board, be a "non-employee director" as defined in Rule 16b-3 promulgated under Section 16 of the Exchange Act; and
- c. meet any other requirements imposed by applicable law, regulations or rules of the SEC, the securities exchange on which the Company's securities are listed and such other qualifications as may be established by the Board from time to time, subject to any applicable exemptions and transition provisions.

Chairperson. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the "**Chairperson**"); if the Board does not appoint a Chairperson, the Committee members may designate a Chairperson by their majority vote, provided that the Board may replace any Chairperson designated by the Committee at any time. The Chairperson will set the agenda for Committee meetings and conduct the proceedings of those meetings.

### **C. RESPONSIBILITIES**

The principal responsibilities and duties of the Committee are set forth below. These responsibilities and duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances, and subject to any further guidance or instruction provided by the Board. Subject to the Board's supervision and ultimate determination, the Committee may supplement its duties and responsibilities as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities. The responsibilities and duties of the Committee shall include:

- a. Reviewing the Company's overall compensation strategy, including base salary, incentive compensation and equity-based compensation.
- b. Reviewing and approving the selection of the Company's peer companies for compensation assessment purposes.
- c. Annually reviewing and approving the corporate goals and objectives applicable to the compensation of the CEO.
- d. At least annually, reviewing and evaluating the performance, and establishing, reviewing and approving, or recommending to the Board members other than the CEO for approval, the base salary, bonus, including the specific goals and amount, and other compensation, of the CEO, and reviewing and approving, or recommending to the Board members other than the CEO for approval: (a) the terms of offer letters, employment agreements, severance agreements, change-in-control

agreements and other material agreements (“**Employment Agreements**”) between the Company and the CEO and (b) the adoption and approval of, or amendments to, any Employment Agreements between the Company and the CEO.

- e. At least annually, in consultation with the CEO, reviewing and evaluating the performance and establishing, reviewing and approving, or recommending to the Board members other than the CEO for approval, the base salaries, bonuses, including the specific goals and amounts, and other compensation of the Executive Officers other than the CEO, and reviewing and approving, or recommending to the Board members other than the CEO for approval, (a) the terms of Employment Agreements between the Company and the Executive Officers other than the CEO, and (b) the adoption and approval of, or amendments to, any Employment Agreements between the Company and the Executive Officers other than the CEO.
- f. Reviewing and approving salary and bonus grades and levels for other employees of the Company and its subsidiaries that the Committee deems appropriate.
- g. Reviewing and approving, or recommending to the Board for approval, any cash-based incentive compensation plans and agreements thereunder, including, but not limited to: (a) establishing aggregate amounts that may be achieved under such incentive compensation plans or agreements; (b) establishing performance metrics, terms and conditions of such incentive compensation plans or agreements (including performance time periods, target metrics and the ability for overachievement, if any); and (c) evaluating and determining the ultimate achievement of such performance metrics, terms and conditions of such incentive compensation plans or agreements.
- h. Reviewing and approving, or recommending to the Board for approval, the equity-based compensation of all employees of the Company and its subsidiaries and affiliates.
- i. Reviewing and approving, or recommending to the Board for approval, amendments to all equity-based incentive compensation plans and arrangements and aggregate numbers of shares reserved for issuance thereunder, subject to obtaining any required stockholder approval.
- j. Administering and interpreting the cash-based and equity-based compensation plans and agreements thereunder, including, but not limited to: (a) approving all cash or equity awards thereunder (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 promulgated thereunder); (b) determining whether any cash awards or incentive compensation that have performance-related criteria have been earned; (c) correcting any defect, supplying any omission or reconciling any inconsistency in any cash-based or equity-based compensation plan, award, exercise agreement or other arrangement; and (d) determining the fair value of the Company’s common stock for purposes of making grants under the Company’s equity-based compensation plans.

- k. Reviewing and approving, or recommending to the Board for approval, the modification of existing equity awards to employees, including the CEO and Executive Officers, which modifications shall include, but not be limited to, the extension of post-termination exercise periods and amendments to vesting schedules, and approving authorized exceptions to provisions of the equity-based compensation plans.
- l. Overseeing and, if deemed necessary, administering and/or amending the Company's other material employee benefit plans, including administering and, if applicable, amending the Company's 401(k) plan, and, if desired, with respect to the 401(k) plan, delegating the routine administration of the 401(k) plan to an administrative committee consisting of employees of the Company appointed by the Committee.
- m. Reviewing and recommending to the Board, for determination by the Board, the form and amount of compensation to be paid or awarded to the Company's non-employee directors, including compensation for service on the Board or on committees of the Board.
- n. Reviewing matters related to corporate succession planning for Executive Officers and other key employees.
- o. Reviewing the Company's policies and strategies relating to talent management and development, including but not limited to those regarding talent acquisition, talent development, career progression, culture, diversity and inclusion.
- p. Taking such other actions and performing and carrying out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.
- q. In consultation with management, overseeing regulatory compliance with respect to compensation matters affecting the Company. The Committee shall:
  - 1. review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related executive compensation information, recommend that the CD&A and related compensation information be included in the Company's annual report on Form 10-K and in its proxy statement; and
  - 2. produce the compensation committee report on executive officer compensation included in the Company's proxy statement or annual report on Form 10-K, each to the extent required of the Company.
- r. At least annually, reviewing and discussing the Company's compensation policies and practices with management to:

1. determine whether the policies and practices encourage excessive risk-taking;
  2. review the relationship between risk management policies and compensation; and
  3. evaluate compensation policies and practices that could mitigate any such risk.
- s. As applicable, advising the Board on management proposals to stockholders on compensation matters, including advisory votes on executive compensation and the frequency of such votes, and proposals received from stockholders on compensation matters, and in conjunction with the Nominating and Corporate Governance Committee, overseeing management's engagement with stockholders and proxy advisory firms on compensation matters; reviewing the results of such votes and considering any implications in connection with the Committee's ongoing determinations and recommendations regarding the Company's executive compensation policies and practices.
  - t. If and as the Committee determines to be necessary or appropriate, or as required by applicable law, approving, or recommending to the Board for approval, the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.
  - u. If the Board or Committee establishes stock ownership guidelines for the Executive Officers and non-employee members of the Board, monitoring compliance with those guidelines and periodically reviewing such guidelines and recommending any proposed changes to the Board.

#### **D. GENERAL**

1. Studies and Advisors. The Committee is authorized, in its sole discretion, to retain or obtain the advice of compensation consultants, independent legal counsel and other advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other advisor retained by the Committee. Such responsibility includes the sole authority to retain or terminate, and to determine the terms of engagement and the extent of funding necessary for payment of reasonable compensation to, compensation consultants, independent legal counsel and other advisors retained by the Committee. The Company shall provide appropriate funding for the payment of compensation to its compensation consultants, outside legal counsel and other advisors retained by the Committee.

Prior to selecting and receiving advice from compensation consultants, outside legal counsel and other advisors (other than the Company's in-house legal counsel), the Committee

shall take into consideration the independence factors set forth in the applicable rules of the SEC and the listing standards of the securities exchange on which the Company's securities are listed.

The Committee may retain, or receive advice from, any compensation advisor it prefers, including advisors that are not independent, after considering the requisite independence factors. Notwithstanding the foregoing, the 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.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iii) of Regulation S-K.

2. Meetings and Actions without a Meeting and Staff. The Committee will meet with such frequency as is determined appropriate by the Committee. The Chairperson, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chairperson or any other member of the Committee may call meetings of the Committee by notice in accordance with the Company's Bylaws, as may be amended and/or restated from time to time (the "**Bylaws**"). A quorum of the Committee for the transaction of business will be a majority of its then-serving members (provided that there are at least two then serving members). Meetings may be held via tele- or video-conference in accordance with applicable law. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Bylaws. Subject to the requirements of this charter and applicable law, rules and regulations, the Committee may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. No Executive Officer may be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chairperson will designate a secretary for each meeting, who need not be a member of the Committee. The Company shall provide the Committee such staff support as it may reasonably require. The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will make such minutes and copies of written consents available to the other members of the Board and cause them to be filed with the minutes of the meetings of the Board. The Chairperson will periodically report to the Board with respect to the activities of the Committee.

3. Committee Evaluation and Charter Review. The Committee shall conduct and present to the Board an annual self-performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval. The Company shall make a copy of this charter publicly available on its website and shall disclose how to access the Committee's charter in its proxy statement.

4. Delegation of Authority. The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law and the Company's Restated Certificate of Incorporation, as may be amended and/or restated from time to time, and the Bylaws, form and delegate authority to subcommittees.

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