The Charles Schwab Corporation

Compensation Committee Charter

Purpose

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of The Charles Schwab Corporation (the "Corporation") assists the Board in fulfilling its oversight responsibilities by discharging the Board's responsibilities relating to compensation of the Corporation's directors, executive officers, and other senior officers as determined by the Committee, including:

- Reviewing and determining the compensation of the Chief Executive Officer and all other executive officers based on achievement of performance goals and objectives as reviewed and approved by the Committee;
- Reviewing and recommending for approval all equity-based incentive plans for the Corporation and its subsidiaries;
- Reviewing and approving incentive compensation plans covering executive officers;
- Adopting employee benefit plans; and
- Overseeing risk management of incentive compensation practices to ensure they are appropriately balanced and do not jeopardize the safety and soundness of the Corporation.

Composition and Membership

The Board appoints the Chair and members of the Committee on the recommendation of the Nominating and Corporate Governance Committee. The Committee shall consist of at least three directors, all of whom shall (a) meet the independence requirements of New York Stock Exchange rules and other applicable laws and regulations, as determined by the Board, and (b) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934. The Board may remove a member from the Committee at any time with or without cause.

Authority

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel, or other advisor. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, independent legal counsel, or other advisor retained by the Committee. The Corporation shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel, or any other advisor retained by the Committee. The Committee may request any officer or employee of the Corporation or its outside counsel or consultants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Meetings

There shall be not less than four regular meetings each year, and additional meetings may be held as circumstances warrant. A majority of members of the Committee shall constitute a quorum. The action of a majority of members at a meeting at which a quorum is present shall be the action of the Committee.

Responsibilities

Responsibilities of the Committee include, but are not limited to, the following:

1. Review annually and approve corporate goals and objectives relating to compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and either as a committee or together with the other independent directors of the Board (as directed by the Board), determine the Chief Executive Officer's compensation level and terms based on this evaluation, including with respect to annual base salary, annual incentive opportunity, and long-term incentive opportunity (including any equity-based awards). In determining the long-term incentive component of compensation of the Chief Executive Officer, the Committee shall consider the Corporation's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Chief Executive Officer in past years. The Chief Executive Officer may not be present when the Committee deliberates or votes on his or her compensation.

2. Review annually and approve, for all other executive officers and other senior officers as determined by the Committee, corporate goals and objectives relating to their compensation, evaluate their performance considering those goals and objectives, and determine their compensation levels and terms based on this evaluation, including with respect to annual base salary, annual incentive opportunity, and long-term incentive opportunity (including any equity-based awards). Executive officers and other senior officers may not be present when the Committee deliberates or votes on their compensation. For the General Auditor and the Chief Risk Officer, the Committee shall receive reports from the Chairs of the Audit Committee and the Risk Committee on the performance and recommendations for compensation of those officers.

3. Review the results of stockholder advisory votes on executive compensation and, if appropriate, consider these results in connection with the determination of executive compensation and incentive compensation and equity-based plans.

4. Review and approve, for executive officers and other senior officers as determined by the Committee, any employment or post-employment agreements, severance arrangements, change in control agreements or provisions, and any special or supplemental benefits, in each case as, when and if appropriate. Review and approve compensation related policies as determined by the Committee.

5. Review and discuss with management the Compensation Discussion and Analysis required by applicable Securities and Exchange Commission ("SEC") rules to be included in the Corporation's proxy statement and based on this review and discussion, recommend to the Board whether the Compensation Discussion and Analysis should be included in the Corporation's proxy statement.

6. Prepare the Committee report required by the rules of the SEC to be included in the Corporation's proxy statement.

7. Review and assess the Corporation's incentive compensation programs, related risks, and risk management processes to help ensure that they are consistent with the Corporation's safety and soundness and do not encourage excessive risk taking. The Committee oversees risk management of incentive compensation plans and shall discuss with management, including the Corporation's Chief Risk Officer, the assessment of compensation plans and impact on risk taking at least annually.

8. Review and assess the independence from management of any compensation consultant, independent legal counsel, or other advisor to the Committee (other than in-house legal counsel and other advisors consulting on broad-based plans or providing non-customized compensation information) prior to the selection of such person and annually thereafter, taking into consideration all factors relevant to that person's independence, including those listed below and any other factors required by stock exchange rules and other applicable laws and regulations as determined by the Committee:

    - The provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel, or other advisor;
    - The amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel, or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel, or other advisor;
    - The policies and procedures of the person that employs the compensation consultant, legal counsel, or other advisor that are designed to prevent conflicts of interest;
    - Any business or personal relationship of the compensation consultant, legal counsel, or other advisor with a member of the Committee;
    - Any stock of the Corporation owned by the compensation consultant, legal counsel, or other advisor; and
    - Any business or personal relationship of the compensation consultant, legal counsel, other advisor, or the person employing the advisor with an executive officer of the Corporation.

9. Review and recommend incentive compensation plans for executive officers and all equity-based plans of the Corporation and its subsidiaries and recommend changes to the plans to the Board (or effect such plan changes, to the extent authorized by the Board or the applicable plan document).

10. Adopt, amend, and terminate employee benefit plans as a settlor or make

recommendations to the Board with respect to such employee benefit plans where required by law or the applicable plan document. The Committee shall have no role in administering, supervising, or managing any ERISA regulated plan.

11. Review, approve, and establish guidelines for the compensation of directors, including appropriate levels of compensation for service on Board committees.

12. Implement and administer the Corporation's equity-based plans and, in that capacity, recommend to the Board share reserves under the plans, advise on the establishment of equity-based award grant guidelines and the type and size of equity grants, approve grants of equity-based awards, establish parameters for routine grants under delegated authority, interpret the plans, determine rules, regulations, and guidelines relating to the plans, modify or cancel existing grants or awards when appropriate or advisable, and impose limitations, restrictions, and conditions on any grant or award, as appropriate or advisable.

13. Review, approve, and oversee the implementation of any policies concerning the recoupment of incentive compensation paid to executive officers and other senior officers.

14. Review, approve, and oversee compliance with stock ownership guidelines for executive officers and directors.

15. Meet separately and independently from management as deemed necessary and appropriate to carry out the Committee's responsibilities. Meet periodically and separately with compensation and other consultant(s) as deemed necessary and appropriate to advise the Committee. The Committee shall have the authority to meet separately with the Corporation's Chief Risk Officer and other members of management, and to consult with the Risk Committee, on oversight of risk management pertaining to incentive compensation.

16. Form and delegate authority to subcommittees where appropriate, and delegate authority to executive management where appropriate for matters not relating to directors or executive officers.

17. Report the Committee's activities and significant decisions to the full Board on a regular basis.

18. Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

19. Conduct an annual performance evaluation of the Committee and report the results of the evaluation to the Nominating and Corporate Governance Committee or the full Board.

Last amended: October 2024
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