

## MARQETA, INC.

### COMPENSATION COMMITTEE CHARTER

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Marqeta, Inc. (the “**Company**”) will be appointed by the Board to perform the duties and responsibilities set forth in this Charter.

#### I. General Statement of Purpose

The purposes of the Committee are 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 the compensation of the Company’s Chief Executive Officer (“**CEO**”) and other individuals who are “officers” as defined in Rule 16a-1(f) (all such officers, the “**Executive Officers**”) under the Securities and 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. review and approve the report required by the rules of the Securities and Exchange Commission (the “**SEC**”) to be included in the Company’s annual proxy statement.

The Committee will seek to structure the Company’s compensation plans, policies and programs 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.

#### II. Composition

The Board will appoint the members of the Committee and may replace or remove any member with or without cause. The Committee will have at least two members, all of whom will meet independence and experience requirements in accordance with applicable laws, SEC and applicable stock exchange rules. Resignation or removal of a director from the Board, for whatever reason, will automatically constitute resignation or removal, as applicable, from the Committee. Each member of the Committee must be a “non-employee director” as defined in Rule 16b-3 of the Exchange Act.

The Board may designate one member of the Committee to be Chair (the “**Chair**”). The Chair (or, in the Chair’s absence, a member designated by the Chair or the Committee) will preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee’s activities. In the absence of the Board’s designation, the Committee

may designate a Chair by majority vote of the Committee members, provided that the Board may replace any Chair designated by the Committee at any time.

### **III. Responsibilities**

The following are the principal recurring responsibilities of the Committee. The Committee may perform other functions that are consistent with its purpose and applicable law, rules and regulations and as the Board or Committee deem appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

#### **1. Executive Compensation**

The Committee will have direct responsibility to:

- a. review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO's performance in light thereof, and consider factors related to the performance of the Company in approving the compensation level of the CEO;
- b. review at least annually and approve or recommend for approval to the non-executive Board members, the CEO and other executive Board member's (i) base salary, (ii) incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance arrangement, transition or consulting agreement, retirement agreement or change of control protections and (v) any other benefits, compensation or similar arrangements, if any (including, without limitation, perquisites and any other form of compensation such as a signing bonus or payment of relocation costs), including any amendments to or terminations of any of the foregoing;
- c. in consultation with the CEO, review at least annually and approve items (i) through (v) for the other Executive Officers, including any prospective or former Executive Officers, including any amendments to or terminations of any of the foregoing; and
- d. review and approve, as well as approve amendments to or terminations of, any compensatory contracts or similar transactions or arrangements with such other employees as the Committee determines, including employment agreements, severance arrangements, transition or consulting agreements, retirement agreements and change-in-control agreements or provisions.

#### **2. Review, Approve, and Administer Employee Compensation Plans**

The Committee will review, approve and administer, including the termination of, the Company's employee benefit and equity incentive plans. In its administration of the plans, the Committee may (a) grant stock options, restricted stock units, stock purchase rights or other equity-based or equity-linked awards to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3) in accordance with procedures and guidelines as may be established by the Committee or the Board and (b) amend such stock options, restricted stock units, stock purchase rights or other equity-based or equity-linked awards. The Committee may also adopt, amend and terminate such plans, including

approving changes in the number of shares reserved for issuance thereunder, subject to obtaining any required stockholder approval.

### **3. Stockholder Matters**

As applicable, the Committee will advise the Board on management proposals to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and proposals received from stockholders on executive compensation matters, and will oversee management's engagement with stockholders and proxy advisory firms on executive compensation matters. The Committee will review the results of such votes and consider any implications in connection with the Committee's ongoing determinations and recommendations regarding the Company's executive compensation policies and practice.

### **4. Oversee Compensation Plans and Programs**

The Committee will establish, and periodically review, the Company's employee compensation plans. The Committee will oversee the development and implementation of the Company's compensation plans, to ensure that these plans are consistent with this general compensation strategy. In connection with this responsibility, the Committee will:

- a. periodically review and approve new executive compensation programs and total compensation levels;
- b. periodically review the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s);
- c. establish and periodically review policies for the administration of executive compensation programs;
- d. to the extent the Committee deems appropriate, periodically review the compensation of other employees, including base salary, bonus and equity awards under the Company's compensation and incentive plans; and
- e. periodically review the impact of tax and accounting rules changes.

### **5. Evaluate Compensation Risk**

The Committee will, at least annually, review and discuss the Company's compensation policies and practices with management to:

- a. determine whether the policies and practices encourage excessive risk-taking;
- b. review the relationship between risk management policies and compensation; and
- c. evaluate compensation policies and practices that could mitigate any such risk.

In addition, the Committee will periodically discuss with the Board and/or the Nomination and Governance Committee the succession plans for the Chief Executive Officer and such other senior management positions as the Nomination and Governance Committee will determine.

## **6. Stock Ownership Guidelines**

If the Board or Committee establishes stock ownership guidelines for the Executive Officers and non-employee members of the Board, the Committee will monitor compliance with those guidelines and periodically review such guidelines and recommend any proposed changes to the Board.

## **7. Clawback and Recoupment**

If and as the Committee determines to be necessary or appropriate, or as required by applicable law, the Committee will approve, or recommend to the Board for approval, the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.

## **8. Board Compensation**

The Committee will at least annually review and determine the form and amount of compensation to be paid for service on the Board and Board committees and for service as a chairperson of a Board committee.

## **9. Review of Charter**

The Committee will review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Company will make a copy of this Charter publicly available on its website.

## **10. Annual Performance Evaluation of the Committee**

At least annually and in accordance with the process overseen by the Nomination and Governance Committee, the Committee will evaluate its own performance and report the results of such evaluation to the Board.

# **IV. Additional Authority**

## **1. Engagement of 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 will 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 will 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 will 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 members of the Board 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 will 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. Regulatory Compliance**

In consultation with management, the Committee will oversee regulatory compliance with respect to compensation matters affecting the Company. The Committee will (a) 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 (b) 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.

## **V. General**

1. The Committee will meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually. The Committee may meet in person or by telephone or video conference. A majority of the members of the Committee will constitute a quorum for purposes of holding a meeting and the Committee may act by vote of a majority of members present at a meeting. In lieu of a meeting, the Committee may act by unanimous written consent in accordance with the Company's certificate of incorporation.
2. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. No Executive Officer may be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined.
3. Minutes are kept of each meeting of the Committee, and the Committee must regularly update the Board regarding its actions.
4. The Committee may delegate its authority when it deems it appropriate and in the best interests of the Company and when such delegation would not violate applicable law, regulation or the securities exchange on which the Company's securities are listed or SEC requirements.

5. The Committee may perform such other functions as the Board may request.
6. In performing its oversight function, the Committee will be entitled to rely on advice and information it receives from management, as well as other experts, advisers and professionals with whom it may consult.
7. The Committee is authorized to request that any officer or employee of the Company, the Company's outside legal counsel, or any other professional retained by the Company to meet with the Committee or its members or advisers either with or without management present during such discussions.
8. The Committee is authorized to incur ordinary administrative expenses in performing its duties.
9. A member of the Committee may not, other than as a member of the Committee, the Board or any other committee established by the Board, receive directly or indirectly any consulting, advisory or other compensatory fee from the Company.
10. While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

ADOPTED: August 3, 2023  
EFFECTIVE: August 3, 2023