

## **Robinhood Markets, Inc.**

### **CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

The Board of Directors (the “**Board**”) of Robinhood Markets, Inc. (the “**Company**”) has established the Nominating and Corporate Governance Committee (the “**Committee**”) and has adopted this Committee Charter (this “**Charter**”).

This Charter defines the duties and responsibilities of the Committee.

#### **Purpose**

The Committee shall assist the Board in fulfilling its fiduciary responsibilities by advising the Board with respect to corporate governance and corporate social responsibility matters as well as matters relating to the nomination or re-nomination of directors and the operation of the Board.

#### **Membership**

The Committee shall consist of two or more members of the Board, with the exact number determined by the Board. All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board shall designate one of the Committee members to serve as the Chair of the Committee. In the absence of that designation, the members of the Committee may elect a Chair by majority vote of all members.

Each member of the Committee shall be independent, as determined in accordance with the listing standards of the Nasdaq Stock Market (“**Nasdaq**”) and the rules of the Securities and Exchange Commission (the “**SEC**”) as in effect from time to time.

Each member shall also meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

#### **Committee Resources and Information**

The Committee has the authority to select, retain, oversee, and terminate any advisors, including legal counsel, accountants, and other experts, to assist the Committee as the Committee deems necessary, in its discretion, to fulfill its mandates under this Charter, including any studies or investigations, and will have direct oversight of the work performed by such advisors. The Committee also has the authority to compensate, at the expense of the Company, such advisors and employ such resources as are necessary to fulfill its mandates under this Charter. Without limiting the foregoing, the Committee shall have the authority to retain and terminate a search firm to be used to identify director candidates, including the authority to approve such search firm’s fees and other retention terms.

## **Duties and Responsibilities**

The Committee shall, in addition to any other duties or responsibilities the Board may from time to time delegate to the Committee, have the following duties and responsibilities:

### **Board Composition, Evaluation and Nominating Activities**

- (a) From time to time and/or upon request of the Board, make recommendations for approval by the Board with respect (i) the criteria for selection of directors and (ii) strategies for Board refreshment and director succession planning;
- (b) As needed, search for, identify, evaluate, and assist in recruiting a diverse pool of individuals qualified to become Board members, consistent with criteria determined by the Board;
- (c) Review any Company policy related to shareholder recommendations for director nominees and make recommendations for approval by the Board with respect thereto;
- (d) Review and consider shareholder recommendations for director nominees (provided that such recommendations are made in compliance with the Company's Bylaws and shareholder recommendation policies and procedures) and make recommendations for consideration by the Board with respect thereto;
- (e) Recommend to the Board candidates for director to be nominated by the Board and submitted to a shareholder vote at the annual meeting of shareholders;
- (f) In the event of a newly created directorship or a vacancy on the Board, recommend to the Board one or more candidates to fill such directorship or vacancy in accordance with the Company's Certificate of Incorporation and Bylaws;
- (g) Review and make recommendations to the Board with respect to director resignations as set forth in the Company's Bylaws or Corporate Governance Guidelines, as applicable, or as otherwise requested by the Board;
- (h) Make recommendations to the Board with respect to director independence, including overseeing the Board's annual evaluation of the independence of each director;
- (i) As needed, make recommendations to the Board with respect to Board size;

### **Board Committees**

- (j) Review annually the structure of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes to the structures or mandates of committees, as well as the creation or dissolution of committees;

- (k) Oversee the annual self-assessment of the Board and its committees, oversee periodic assessments of the individual directors, and review the results of all such assessments, including the results of this Committee's assessment;
- (l) Recommend to the Board persons to be members and chairs of the various committees;

#### **Corporate Governance and Corporate Social Responsibility**

- (m) Recommend to the Board corporate governance principles applicable to the Company, and annually review and make appropriate recommendations to the Board for revisions to the Corporate Governance Guidelines;
- (n) Recommend to the Board any other changes to the Company's corporate governance framework, including its Certificate of Incorporation and Bylaws;
- (o) Periodically consider the Board's leadership structure and make such recommendations to the Board with respect thereto as the Committee deems appropriate;
- (p) As needed, approve directors' proposed (i) service on boards of other public and private companies) and/or (ii) service on a greater number of public boards or public audit committees than is permitted by the Corporate Governance Guidelines absent Committee approval;
- (q) From time to time, review the Company's programs relating to director orientation and continuing education;
- (r) Monitor compliance with the Company's applicable conflict of interest policies as it relates to directors and otherwise consider questions of possible conflicts of interest of Board members and of executive officers, other than transactions with related persons reviewed by the Audit Committee of the Board;
- (s) Oversee management's strategy and reporting efforts with respect to environmental, social, and governance matters ("ESG"), including general oversight of (i) any ESG, corporate social responsibility, or sustainability report, (ii) ESG ratings of the Company, and (iii) environmental and governance risks facing the Company;

#### **Other**

- (t) Review any shareholder proposals submitted to the Company pursuant to the SEC's Rule 14a-8 and make recommendations to the Board regarding the Company's response to such proposals; and
- (u) Oversee management's shareholder engagement strategies and activities.

#### **Committee Meetings and Actions**

The Committee shall meet a sufficient number of times in order to carry out the mandated requirements of this Charter, but no less than three times each year, and at such times and places as the Committee determines. A majority of the members of the Committee shall

constitute a quorum. The Committee shall also meet periodically, and at least once each year, in separate executive sessions during regularly scheduled meetings.

Any action required or permitted to be taken at any meeting of any Committee may be taken without a meeting if all members of the Committee consent thereto in writing or via electronic communications. In addition, the Committee may, in its sole discretion, delegate any of its responsibilities to one or more subcommittees of one or more directors who are members of the Committee as the Committee may deem appropriate.

### **Minutes and Reports**

The Committee shall regularly report on its meetings, actions and recommendations to the Board or as otherwise requested by the Board; and the Committee or its designee shall prepare minutes of each meeting and shall cause such minutes, as approved by the Committee, to be made available for review by any member of the Board.

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein, except where such action is required by applicable law or Nasdaq listing standards to be taken by the Committee.