

Compensation Committee Charter

1. Purpose

To oversee the discharge of the responsibilities of the board of directors (the “Board of Directors”) of Rivian Automotive, Inc. (the “Corporation”) in fulfilling its oversight responsibilities in respect of the compensation of members of the Board of Directors and its committees and the executive officers of the Corporation and its direct and indirect subsidiaries (collectively, the “Rivian Group”).

2. Authority

In addition to the duties and responsibilities expressly delegated to the Compensation Committee in this Compensation Committee Charter (this “Charter”), the Compensation Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Compensation Committee, the Corporation’s bylaws and the applicable rules of the Nasdaq Stock Market LLC (“Nasdaq”). In carrying out such duties, responsibilities and powers, the Compensation Committee is empowered to:

- (a) Conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate;
- (b) Seek any and all information that it deems necessary or advisable from the executive officers and employees of the Rivian Group, all of whom are directed by the Board of Directors to cooperate with the Compensation Committee’s requests;
- (c) Meet with the Corporation’s and its subsidiaries’ executive officers, outside counsel or any advisers engaged by the Compensation Committee as the Compensation Committee deems necessary or advisable;
- (d) Delegate any of its authority hereunder with respect to equity awards to employees and consultants of the Rivian Group who are not officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended) or directors of the Corporation to one or more executive officers of the Corporation or their designees, as the Compensation Committee determines to be appropriate and consistent with applicable law; and
- (e) Delegate any or all of its responsibilities to a subcommittee of the Compensation Committee.

3. Composition

The Compensation Committee shall be comprised of at least two directors, each of whom must satisfy the independence requirements of Nasdaq, except as otherwise permitted by applicable Nasdaq rules, and meet all other applicable independence standards for members of compensation committees, unless otherwise determined by the Board of Directors. The members and Chair of the Compensation Committee will be appointed and designated, and may be removed, with or without cause, by the Board of Directors.

4. Meetings

The Compensation Committee shall meet on a quarterly basis, or on such increased frequency as deemed necessary or advisable by the Compensation Committee or the Board of Directors. All Compensation Committee members are expected to attend each meeting, in person or via tele- or video-conference. The presence (in person or via tele- or video-conference) of a majority of the members of the Compensation Committee shall constitute a quorum.

5. Duties and Responsibilities

The Compensation Committee will have the duties and responsibilities set forth below.

A. Board of Directors and Committee Compensation

- (i) Recommend to the Board of Directors the compensation and related policies for directors in respect of their service on the Board of Directors and its committees.
- (ii) Review the compensation for directors as the Compensation Committee deems necessary or appropriate.

B. Executive Officer Compensation

- (i) Review and approve, or recommend to the Board of Directors for approval, the compensation of the chief executive officer of the Corporation (the "CEO").
- (ii) Review and approve, or recommend to the Board of Directors for approval, the compensation of the executive officers of the Corporation other than the CEO.
- (iii) Evaluate the performance of the CEO and all other executive officers of the Corporation on a periodic basis in light of the Corporation's and each individual's goals and objectives, as the Compensation Committee deems necessary or appropriate.
- (iv) Review and approve, or recommend to the Board of Directors for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers of the Corporation, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.

The CEO shall not be present during any voting or deliberations by the Compensation Committee with respect to the terms of his or her employment agreement or compensation.

C. Rivian Group Total Rewards Offerings

- (i) Provide general oversight of management's decisions concerning the performance and compensation of employees of the Rivian Group generally.
- (ii) Provide oversight of management's decisions concerning the performance and the compensation and benefits policies, practices and plans of the Rivian Group to ensure that they advance the Rivian Group's strategic goals, comply with all regulatory requirements and applicable law, and good corporate governance principles and practice.
- (iii) Review the Corporation's equity incentive compensation and other stock-based plans, and recommend changes in such plans, as it deems necessary or appropriate. The Compensation Committee shall have, and shall exercise, all the authority of the Board of Directors with respect to the administration of such plans, including without limitation the authority to make grants of cash-based and equity-based awards under such plans (except to the extent the terms of a Plan require administration by the full Board of Directors).

D. Other Responsibilities

- (i) Review and discuss with management the Corporation's "Compensation Discussion and Analysis" ("CD&A") and recommend to the Board of Directors whether the Corporation's CD&A be included in the annual proxy statement or other applicable filing with the Securities and Exchange Commission ("SEC").

- (ii) Provide the annual Compensation Committee Report for inclusion in the Corporation's annual proxy statement or annual report on Form 10-K that complies with the rules and regulations of the SEC.
- (iii) Administer and oversee the Corporation's compliance with the clawback policy required by applicable SEC and Nasdaq rules.
- (iv) Oversee the management of risks relating to the Corporation's executive compensation plans and arrangements.
- (v) Make recommendations to the Board of Directors regarding succession planning for the CEO and other executive officers of the Corporation.
- (vi) Periodically review with management the Corporation's strategies, policies and practices with respect to human capital management, talent management, diversity, equity and inclusion, workplace culture and employee engagement.
- (vii) Report regularly to the Board of Directors as to the Compensation Committee's activities.
- (viii) Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.
- (ix) Evaluate the Compensation Committee's performance on a periodic basis.

6. Outside Advisors

The Compensation 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 Compensation Committee must take into consideration the applicable factors under Nasdaq rules. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Corporation shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any adviser retained by the Compensation Committee.

This Charter may be amended, supplemented and replaced from time to time pursuant to the approval of the Board of Directors.

This Charter was approved and adopted by the Board of Directors on September 19, 2023.