

GROVE COLLABORATIVE HOLDINGS, INC.

CHARTER OF THE COMPENSATION COMMITTEE (THE “CHARTER”)

(Adopted by the Board of Directors on June 16, 2022 and effective June 16, 2022)

Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Grove Collaborative Holdings, Inc. (the “Company”) is to (i) discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive officer, the CEO’s senior executive direct reports, and the Board of Directors (the “Board”), (ii) review and evaluate the Company’s overall compensation philosophy, oversee any management equity incentive plans and other compensation and benefit plans, and (iii) support the Board in carrying out its overall responsibilities relating to broad-based people and culture programs and cash-and equity-based compensation plans, policies, and programs, and perform such other duties or responsibilities as may be delegated to the Committee from time to time by the Board related to the foregoing.

Membership

The Committee shall be comprised of two or more directors, each of whom meets the independence requirements of the New York Stock Exchange (the “NYSE”) and shall otherwise satisfy the applicable requirements imposed by the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the “Exchange Act”), and any other requirements deemed by the Board to be applicable. Committee members (i) shall be appointed by the Board on the recommendation of the Sustainability, Nominating and Corporate Governance Committee, (ii) shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and (iii) may be removed by the Board in its discretion. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Structure and Operations

The Board shall designate a member of the Committee to serve as the chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities, but in any case, not less than four times a year. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members.

The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or

taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

External Advisers

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser (a "Committee Adviser") as the Committee deems appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for appointing, compensating and overseeing the work of any Committee Adviser retained by the Committee and shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee Adviser as well as for any costs or expenses related to the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.

To the extent required by NYSE rules, the Committee shall assess the independence of any Committee Adviser taking into account the factors specified by applicable NYSE rules. The Committee is not required to assess the independence of any compensation consultant or other Committee Adviser 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 Committee Adviser, and about which the consultant or Committee Adviser 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)(iv) of Regulation S-K. Any compensation consultant retained by the Committee to assist with its responsibilities relating to executive compensation or director compensation shall not be retained by the Company for any compensation or other human resource matters.

The Committee shall also have the authority to obtain advice and assistance from any officer or employee of the Company and shall have full, unrestricted access to Company books, records and facilities.

Duties and Responsibilities

In furtherance of its purpose, the Committee shall:

1. To review and approve the Company's compensation philosophy, policies, and objectives.
2. Review and approve annually corporate goals and objectives relevant to chief executive officer ("CEO") compensation, evaluate at least annually the CEO's performance in light

of those goals and objectives and, either as a Committee or together with the other directors who meet the independence requirements of the NYSE (as directed by the Board), determine and approve the CEO's compensation, including salary, bonus, fees, benefits, incentive awards and perquisites, based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years. No officer, including the CEO, may be present during the voting or deliberations regarding their compensation or performance.

3. Review and approve annually the compensation of the Company's executive officers other than the CEO, including salaries, bonuses, fees, benefits, incentive awards and perquisites. In evaluating the compensation (including any long-term incentive component) of all other Executives, the Committee shall consult with the CEO to determine the respective compensation level of the other Executives.
4. Review and approve employment agreements, severance agreements and resulting payments, supplemental pension or savings arrangements, change in control agreements, restrictive covenant agreements and other similar benefits and arrangements with Executives, and any amendments or modifications thereto or terminations thereof.
5. Review and approve severance agreements and arrangements (and resulting payments) for other Company officers at or above the Senior Vice President level, where such agreements or arrangements are outside the guidelines of the Company's severance plan, policy, or standard practice, and any amendments or modifications thereto or terminations thereof.
6. Monitor the effectiveness of other compensation and benefit plan offerings, including, but not limited to, nonqualified deferred compensation, fringe benefits and any perquisites, in particular those pertaining to the Executives, and approve any material new employee benefit plan or change to an existing plan that creates a material financial commitment by the Company. In regard to employee benefit plans, the Committee's role shall be one of oversight and, except as the Committee otherwise expressly determines or applicable law otherwise expressly requires, the Committee shall not act as a fiduciary with respect to any benefit plans or programs under the Employee Retirement Income Security Act of 1974 or otherwise..
7. Review, approve and, when appropriate or required, recommend to the Board or stockholders for approval, incentive compensation plans and equity-based plans, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. In reviewing, approving, and making recommendations regarding incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say-on-Pay vote.

8. As appropriate, review and discuss with management any executive compensation information to be included in the Company's annual and quarterly reports.
9. Consider at least annually whether risks arising from the Company's compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the Company, including whether the Company's incentive compensation plans encourage excessive or inappropriate risk taking.
10. Review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.
11. Review the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices in light of such votes.
12. If appropriate, develop and implement policies with respect to the recovery or "clawback" of any excess compensation (including stock options) paid to any of the Company's executive officers based on erroneous data.
13. If appropriate, determine stock ownership guidelines for the CEO and other executive officers of the Company and monitor compliance with such guidelines.
14. Review periodically the Company's strategies and policies related to human capital management, including with respect to matters such as justice, diversity, equity, and inclusion; employee engagement; recruiting; retention; attrition; employee relations; and talent development.
15. Review and approve significant reductions in force, reclassification of employee classes or material changes to labor force.
16. Report regularly to the Board on the activities of the Committee.
17. Conduct or authorize investigations into any matter within the scope of the duties and responsibilities delegated to the Committee as it deems appropriate.
18. Perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of the NYSE, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

Delegation

The Committee shall have the authority to form and delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to subcommittees as the Committee may deem appropriate in its sole discretion.

Performance Evaluation

The Committee shall conduct an annual evaluation assessing the Committee's performance with respect to its purpose and duties under this Charter and shall present the results of such evaluation to the Sustainability, Nominating and Corporate Governance Committee and the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

General

The Committee may diverge from the specific activities outlined throughout this Charter, as appropriate, if circumstances or regulatory requirements change. In addition to these activities, the Committee may perform such other functions as necessary or appropriate under applicable laws, regulations, any applicable stockholders agreement and the resolutions and other directives of the Board, each as in effect from time to time. The Committee expects to develop calendars and agendas to address the activities and responsibilities set forth in this Charter as well as any other priority activities it identifies consistent with its purpose stated above. This Charter may be amended from time to time by the Board.