

**CHARTER OF THE COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS OF**  
**PLURALSIGHT, INC.**

Adopted May 3, 2018

**PURPOSE**

The purpose of the Compensation Committee (the “**Compensation Committee**”) of the Board of Directors (the “**Board**”) of Pluralsight, Inc. (the “**Company**”) shall be to:

- Provide oversight of the Company’s compensation policies, plans and benefits programs, and overall compensation philosophy.
- Discharge the Board’s responsibilities relating to the oversight of the compensation of the Company’s Chief Executive Officer (“**CEO**”) and other members of the Company’s management team, including individuals who are “officers” as defined in Rule 16a-1(f) (the “**Executive Officers**”) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).
- Administer the Company’s equity compensation plans for its Executive Officers, including its CEO, employees and other service providers and the granting of equity-based awards pursuant to such plans or outside of such plans.
- Provide oversight of the compensation of the members of the Board.

The Compensation Committee shall seek to ensure that the Company structures its compensation plans, policies and programs in a manner designed to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company, to maintain appropriate levels of risk and reward, to support the achievement of the Company’s goals and to promote the success of the Company’s business.

The Compensation Committee has the authority to undertake the specific duties and responsibilities as are enumerated in or consistent with this charter, and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

**COMPOSITION**

1. **Membership and Appointment.** The Compensation Committee shall consist of at least two (2) members of the Board. Members of the Compensation Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board in its discretion.
2. **Qualifications.** Members of the Compensation Committee must meet the following criteria as well as any additional criteria required by applicable law, the rules and regulations of the Securities and Exchange Commission (the “**SEC**”) or The Nasdaq Stock Market, Inc. Marketplace Rules (the “**Nasdaq Rules**”) or such other qualifications as are established by the Board from time to time; provided, however, that the Company may avail itself of any phase-in rules or interpretations applicable to newly listed companies in connection with an initial public offering:



- Each member of the Compensation Committee shall be an independent director in accordance with Nasdaq Rule 5605(a)(2), Nasdaq Rule 5605(d)(2) and Rule 10C-1(b)(1) under the Exchange Act.
  - Each member of the Compensation Committee shall be a “non-employee director” as defined in Rule 16b-3 promulgated under Section 16 of the Exchange Act if the Compensation Committee approves equity compensation for the Company’s Executive Officers.
3. **Chairperson.** The Board may designate a chairperson of the Compensation Committee. In the absence of that designation, the Compensation Committee may designate a chairperson by majority vote of the members of the Compensation Committee.

## RESPONSIBILITIES

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

1. **Set Compensation.** The Compensation Committee shall:
- Review and approve annually, or recommend to the Board for approval, 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, or recommending to the Board for approval, the compensation level of the CEO. The CEO may not be present during deliberations or voting on such matters.
  - Review and approve annually, or recommend to the Board for approval, the CEO’s (i) base salary, (ii) incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) employment agreement, severance arrangement or change of control protections (v) any signing bonus or payment of relocation costs and (vi) other benefits, compensation or similar arrangements, if any (including perquisites and any other form of compensation). In determining the long-term incentive component of CEO compensation, the Compensation Committee may consider, among other things, the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company’s CEO in past years. In evaluating and determining CEO compensation, the Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act, if such vote is required pursuant to applicable laws or such vote is voluntarily sought by the Company.
  - In consultation with the CEO, review and approve annually, or recommend to the Board for approval, items (i) through (vi) in the previous bullet for the Executive Officers and for such other employees of the Company as the Compensation Committee shall determine. An executive officer may not be present during deliberations or voting on such matters with respect to such executive officer. In evaluating and determining executive officer compensation, the Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the

Exchange Act, if such vote is required pursuant to applicable laws or such vote is voluntarily sought by the Company.

- Review and approve, or recommend to the Board for approval, any compensatory contracts or similar transactions or arrangements with current or former Executive Officers and such other employees as the Compensation Committee shall determine, including consulting arrangements, employment contracts, severance or termination arrangements, which shall include any benefits to be provided in connection with a change of control of the Company. In this regard, the Compensation Committee shall have the power and authority to adopt or, if applicable, approve amendments to or the termination of such contracts, transactions or arrangements.

2. **Oversee Compensation Plans and Programs.** The Compensation Committee shall:

- Review, approve and administer annual and long-term incentive compensation plans for Executive Officers, and any other senior executives or service providers as the Compensation Committee deems appropriate, including by:
  - Establishing performance objectives and certifying performance achievement;
  - Evaluating the competitiveness of such plans;
  - Reviewing and approving all equity incentive plans and grant awards under such plans; and
  - Adopting, amending and terminating any such plans.

In reviewing and approving the Company's annual and long-term incentive compensation plans, including equity incentive plans, the Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act, if such vote is required pursuant to applicable laws or such vote is voluntarily sought by the Company. The Compensation Committee shall also have the ability to adopt, amend and terminate such plans.

- Administer the Company's equity incentive plans, including any employee stock purchase plans. In its administration of the plans, the Compensation Committee may (i) grant stock options, restricted stock units, stock purchase rights or other equity-based or equity-linked rights or 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 promulgated thereunder) in accordance with procedures and guidelines as may be established by the Board and (ii) amend such stock options, restricted stock units, stock purchase rights or other equity-based or equity-linked rights or awards. The Compensation 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. The Board shall also have the authority, in lieu of or in addition to the Compensation Committee, to take any of the actions specified in this paragraph.



- Review, approve and administer any of the Company’s employee benefit plans that the Compensation Committee deems appropriate, including by adopting, amending and terminating such plans.
- Oversee the Company’s overall compensation philosophy, compensation plans and benefits programs and approve, or make recommendations to the Board for approval of, improvements or changes to such plans or programs or the termination or adoption of plans or programs when appropriate.
- In connection with executive compensation programs:
  - Review and approve, or recommend to the Board for approval, new executive compensation programs;
  - Review on a periodic basis the operations of the Company’s executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s);
  - Establish, or recommend to the Board for establishment, and periodically review policies for the administration of executive compensation programs; and
  - Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
- Periodically review executive compensation programs and total compensation levels, including:
  - Conducting comparative analyses of total compensation relative to market;
  - Quantifying maximum payouts to executives under performance-based incentive plans and total payments under a variety of termination conditions, including upon a change of control; and
  - The impact of tax and accounting rules changes.
- If deemed appropriate by the Board, determine stock ownership guidelines for the CEO, executive officers, and members of the Board, and monitor compliance with such guidelines.
- If applicable, review and recommend to the Board for approval the frequency with which the Company shall conduct stockholder advisory votes on executive compensation (any such vote, a “**Say-on-Pay Vote**”), taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company’s proxy statement.
- Evaluate director compensation and approve, or make recommendations to the Board regarding, director compensation.



- Review and discuss annually with management the risks arising from the Company's compensation philosophy and practices applicable to all employees to determine whether they encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate such risks.
- If the Board adopts stock ownership guidelines applicable to members of the Board and/or Executive Officers, periodically review such guidelines and recommend any proposed changes to the Board.
- Provide oversight of the Company's 401(k) plan (the "**401(k) Plan**"), including by adopting amendments to the 401(k) Plan, facilitating major 401(k) Plan changes, ensuring continued compliance with applicable laws and regulations and, as needed, replacing the 401(k) Plan.
- Review, adopt, amend and/or terminate, or, recommend to the Board for approval, amendment or termination, and oversee clawback policies and/or practices if and as the Compensation Committee determines to be necessary or appropriate, or as required by law.
- If deemed appropriate by the Compensation Committee, determine the appropriate market reference and/or peer group for completing competitive compensation data comparisons for the Executive Officers and such other key employees as the Compensation Committee deems appropriate, if any, and conduct, if deemed reasonable and necessary by the Compensation Committee, an annual competitive market analysis of executive compensation, which may include the use of survey data to establish competitive pay positioning for the CEO, other Executive Officers and such other key employees as the Compensation Committee deems appropriate, if any.

3. **Compliance and Governance.** The Compensation Committee shall:

- Review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**") and related disclosures required by the rules and regulations of the SEC, to the extent required of the Company. The Compensation Committee shall also review and recommend the final CD&A to the Board for inclusion in the Company's annual report on Form 10-K or proxy statement, to the extent required of the Company.
- Prepare a report of the Compensation Committee required by the rules and regulations of the SEC to be included with the Company's annual report on Form 10-K or proxy statement.
- Oversee the Company's submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans (to the extent required under the Nasdaq Rules) and, in conjunction with the Nominating and Corporate Governance Committee of the Board (or its designees), engagement with proxy advisory firms and other stockholder groups on executive compensation matters.
- Review the CEO's performance and provide feedback to the CEO.

## MEETINGS AND PROCEDURES

### 1. Meetings.

- The Compensation Committee shall meet as often as it deems necessary or appropriate. Meetings shall be held at such times and places as the Compensation Committee determines. The chairperson of the Compensation Committee shall preside at each meeting. If the chairperson of the Compensation Committee is not present, an acting chair may be designated by the Compensation Committee by a majority of the members present. The Compensation Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's Bylaws, which shall constitute a valid action of the Compensation Committee if it has been executed by each Compensation Committee member and shows the date of execution. Any written consent will be effective on the date of the last signature and will be filed with the minutes of the meetings of the Board.
- The Compensation Committee shall cause to be kept written minutes of its proceedings and actions by written consent, which minutes and actions by written consent shall be filed with the minutes of the meetings of the Board.
- As part of its review and establishment of the performance criteria and compensation of designated key executives, the Compensation Committee should meet separately at least on an annual basis with the CEO, the Company's principal human resources executive, and any other corporate officers as it deems appropriate. However, the Compensation Committee should meet regularly without such officers present, and in all cases such officers shall not be present at meetings at which their performance and compensation are being deliberated and determined.
- The Compensation Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Compensation Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-employee directors who are not members of the Compensation Committee. No employee may be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined.

2. **Reporting to the Board of Directors.** The Compensation Committee shall report regularly to the Board (i) following meetings of the Compensation Committee, (ii) with respect to such other matters as are relevant to the Compensation Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Compensation Committee may deem appropriate. The report to the Board may take the form of an oral report by the chairperson or any other member of the Compensation Committee designated by the Compensation Committee to make such report.

### 3. Authority to Retain Advisors.

- The Compensation Committee shall have the authority, in its sole discretion, to select and retain any compensation consultant, outside legal counsel and such other advisors (each, an "**Advisor**") as necessary or appropriate to assist with the execution of its duties and



- responsibilities as set forth in this charter. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Compensation Committee. The Company shall provide appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any such Advisor hired by the Compensation Committee and any administrative expenses of the Compensation Committee that the Compensation Committee determines are necessary or appropriate in carrying out its activities. The Compensation Committee shall also have the authority, in its sole discretion, to terminate any Advisor.
- Prior to selecting, retaining and receiving advice from an Advisor (other than the Company's in-house legal counsel), the Compensation Committee must take into consideration the independence factors set forth in the Nasdaq Rules and the applicable rules of the SEC, as in effect from time to time, including the following:
    - the provision of other services to the Company by the person or entity that employs the Advisor (such person or entity, the “**Advisor Firm**”);
    - the amount of fees received from the Company by the Advisor Firm, as a percentage of the total revenue of the Advisor Firm;
    - the policies and procedures of the Advisor Firm that are designed to prevent conflicts of interest;
    - any business or personal relationship of the Advisor Firm or its representative with a member of the Compensation Committee;
    - any stock of the Company owned by the Advisor Firm or its representative; and
    - any business or personal relationship of the Advisor Firm or its representative with an Executive Officer.
  - The Compensation Committee may retain, or receive advice from, any Advisor it prefers, including Advisors that are not independent (unless an Advisor must be independent under the Nasdaq Rules, applicable laws or the rules and regulations of the SEC), after considering the requisite independence factors (including the factors above). Notwithstanding the foregoing, the Compensation Committee is not required to assess the independence of any Advisor that acts in a role limited to (i) 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 and/or (ii) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor and about which the Advisor does not provide advice.
  - The Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of any Advisor, and the authority granted to the Compensation Committee pursuant to this charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this charter.
  - The Compensation Committee shall evaluate whether any Advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.



4. **Subcommittees.** The Compensation Committee may form subcommittees for any purpose that the Compensation Committee deems appropriate and may delegate to such subcommittees such power and authority as the Compensation Committee deems appropriate. Specifically, at its discretion, the Compensation Committee shall have the authority to designate a Committee for Equity Awards to Non-Officers with the authority to grant equity awards to non-officer employees of the Company within guidelines established by the Compensation Committee from time to time. Such committee shall consist of a minimum of one member of the Company's Board, who may be the CEO. If designated, any subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. Unless modified by action taken after the date this charter is approved, the Compensation Committee delegates to a subcommittee of the Compensation Committee made up of those member of the Compensation Committee who are "non-employee directors" under Rule 16b-3 of the Exchange Act the non-exclusive authority to take any actions that require the approval or certification of a compensation committee made up solely of non-employee directors to exempt the grant and exercise of stock options from short-swing profit liability under Section 16 of the Exchange Act.
5. **Committee Charter Review.** The Compensation Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.
6. **Performance Review.** The Compensation Committee shall review and assess its performance on an annual basis.
7. **Compensation.** Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members as may be determined by the Board (or, to the extent the Board has deleted such authority, by the Compensation Committee of the Board).