Compensation Committee Charter

A. Purpose

The purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Etsy, Inc. ("**Etsy**") is to assist the Board with its oversight of the forms and amount of compensation for Etsy's senior officers, to administer Etsy's incentive plans, and to oversee certain other matters related to Etsy's human capital management function, including Etsy's talent and compensation programs. The Committee is also responsible for preparing the Compensation Committee Report required by the Securities and Exchange Commission (the "**Commission**") to be included in Etsy's proxy statement for the annual meeting of stockholders.

B. Composition

1. Membership and Appointment

The Committee shall have at least two members, with the exact number to be determined by the Board except as otherwise permitted under the rules of the New York Stock Exchange (the "**Exchange**"), as amended from time to time (the "**Rules**").

The members and the Chair of the Committee shall be appointed annually by the Board based on the recommendation of the Nominating and Corporate Governance Committee. Each member shall serve until his or her resignation, retirement, removal by the Board, or until his or her successor is appointed.

2. Qualifications

Each member of the Committee shall be (i) an "independent director" as defined under the Rules, except as otherwise permitted under the Rules and (ii) "independent" for compensation committee membership purposes as set forth in the Rules. The Board may also consider whether a member of the Committee is (i) a "non-employee director," as defined in Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and/or (ii) an "outside director" under Treasury Regulation 1.162-27 promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended.

C. Responsibilities and Duties

The principal responsibilities and duties of the Committee are set forth below. These

duties are provided as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given Etsy's needs and circumstances. The Board or Committee may supplement them as appropriate and may deviate from them to the extent permitted under the Rules and applicable law and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

As a general matter, the Committee will exercise the powers delegated by the Board and perform such duties and responsibilities as may be assigned to a "committee," this Committee or the Board under the terms of any incentive compensation, equity-based compensation, deferred compensation, or other plan or program in Etsy's executive compensation and other benefit programs.

1. Executive Compensation

The Committee shall:

- Oversee and annually review Etsy's compensation philosophy and strategy and modify them as needed and deemed appropriate.
- Review Etsy's peer group companies and select compensation data as needed as part of evaluating Etsy's compensation competitiveness.
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- Review annually and determine and approve the form and amount of compensation to be paid or awarded to the chief executive officer ("CEO") and the Executive Chair, if one has been appointed, and, in consultation with the CEO, review annually and determine the form and amount of compensation to be paid or awarded to all senior officers of Etsy, which includes (i) senior vice presidents and above and (ii) all "officers," as defined in the rules promulgated under Section 16 of the Exchange Act. Neither the CEO nor any senior officer may be present during voting or deliberations on his or her compensation.
- Establish annually corporate goals and objectives relevant to compensation for the CEO and the Executive Chair, if one has been appointed.
- Evaluate annually the performance of the CEO and Executive Chair against corporate goals and objectives relevant to each of their compensation.

- In consultation with the CEO, establish annually corporate goals and objectives relevant to compensation for other senior officers.

- Evaluate annually, in consultation with the CEO, other senior officer performance against any corporate goals and objectives relevant to such officers' compensation.

- Review and determine any new hire compensation arrangements and severance or similar termination payments proposed to be made by Etsy to any prospective or current senior officer.

- Approve the adoption or amendment of tax-qualified employee retirement plans or non-qualified employee benefit plans; provided that the Committee may delegate such authority under such plans to one or more Etsy officers or employees as the Committee deems appropriate.

- Administer or oversee the administration of Etsy's Stock Ownership Guidelines and Compensation Recoupment Policy, and any policy relating to recoupment of compensation that is applicable to senior officers, as appropriate.

- Review and recommend to the Board the adoption of policies related to executive compensation that the Committee may deem advisable and appropriate.

2. Director Compensation

The Committee shall periodically review and approve the form and amount of cash- and equity-based and other compensation to be paid to the non-employee members of the Board for service on the Board and on committees of the Board.

3. Incentive Plans

The Committee shall:

- Review periodically and make recommendations to the Board with respect to the adoption and approval of, or amendments to, Etsy's equity plans.

- Administer and interpret Etsy's equity plans, including making grants of awards thereunder, setting the terms and conditions (including performance conditions) of such awards and, subject to Etsy's equity plans, modify equity awards; provided that, to the extent permitted by applicable law, the Committee may delegate (a) to a subcommittee of two or more directors the authority to grant

equity awards under Etsy's equity plans or (b) to two or more officers or directors of Etsy the authority to grant equity awards to employees who are not senior officers, as the Committee deems appropriate.

- Approve the adoption or amendment of, and administer and interpret, Etsy's non-equity incentive plans and programs.

4. Human Capital Management

The Committee shall:

- Oversee management's talent and employee development programs.
- Oversee employee recruitment, retention, and attrition.
- Periodically review the succession planning for key roles at Etsy other than the CEO, which is reviewed by the full Board.
- Discuss with management and oversee as it deems appropriate the development, implementation, and effectiveness of Etsy's policies and strategies regarding diversity, equity, and inclusion.

5. Corporate Governance

The Committee shall:

- To the extent required by applicable rules and regulations, review and discuss with management the Compensation Discussion and Analysis to be included in Etsy's filings with the Commission and generally oversee Etsy's compensation-related disclosures in Etsy's proxy statement or annual report on Form 10-K. In addition, to the extent required under applicable rules and regulations, the Committee will provide a Compensation Committee Report for inclusion in Etsy's proxy statement or annual report on Form 10-K.
- Oversee Etsy's submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, new or amended incentive and other compensation plans that require stockholder approval, and with the Nominating and Governance Committee, any compensation-related stockholder proposals.
- Oversee Etsy's compliance with legal and regulatory requirements associated with executive compensation matters and coordinate as

needed with the Board or other committees of the Board.

- Oversee the management of risks associated with Etsy's compensation policies, programs, and practices, including an annual compensation risk assessment, to assess whether any Etsy compensation policy, program or practice encourages inappropriate risk-taking; and periodic review of risks related to Etsy's employee-related diversity, equity, and inclusion efforts and employee-related risks, including talent planning and people and workplace related risks.

- Review and assess the adequacy of this charter annually and submit any recommended changes to the Board for approval.

- Review and evaluate the performance of the Committee on an annual basis and report its findings to the Board.

D. Meetings and Procedures

1. Meetings

The Committee will meet at least twice each year and at such times and places as the Committee determines. The chairperson of the Committee shall preside at each meeting and approve the meeting's agenda, and any other member present may suggest items for consideration. If a chairperson is not present, the Committee members present may designate an acting chairperson. A quorum of the Committee for the transaction of business will be one-third of its members, but not less than two members. The Committee shall maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board.

2. Authority to Retain Advisors; Administrative Expenses

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of compensation consultants, counsel, or other advisors as it determines necessary to carry out its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of such advisors, and Etsy must provide for appropriate funding, as determined by the Committee, for payment of fees to any such advisor.

Except as otherwise permitted by applicable law, the Committee may select or receive advice from certain advisors only after considering the adviser independence factors set forth in the Rules. These advisers include consultants, counsel, or advisors other than in-house legal counsel and any consultant, counsel, or advisor for whom no disclosure is required under Regulation S-K Item 407(e)(3)(iii) (generally relating to broad-based plans and information not specifically developed and customized for Etsy) (each an "**Advisor**"). For any

Advisor, the Committee should consider all factors relevant to that person's independence from management, including the following:

- The provision of other services to Etsy by the person that employs the Advisor;
- The amount of fees received from Etsy by the person that employs the Advisor, as a percentage of the total revenue of the person that employs the Advisor;
- The policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- Any business or personal relationship of the Advisor with a member of the Committee;
- Any stock of Etsy owned by the Advisor; and
- Any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of Etsy.

The Committee shall also consider potential conflicts of interest. The Committee may retain, or obtain advice from, any Advisors, including Advisors that are not independent, after considering the independence factors above.

Etsy will also provide for the payment of any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.

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