

## CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Pinterest, Inc. (the “Company”) has adopted these corporate governance guidelines to assist the Board in the exercise of its responsibilities and to provide a structure within which its directors and management can effectively pursue the Company’s objectives for the benefit of its stockholders. These guidelines should be interpreted in the context of and not to be inconsistent with applicable laws and the Company’s bylaws (as amended from time to time, the “Bylaws”) and the Company’s Certificate of Incorporation (as amended from time to time, the “Certificate of Incorporation”).

### I. Roles and Responsibilities of the Board of Directors

The Board, elected by the stockholders, is the ultimate decision-making body of the Company, except with respect to matters reserved to the stockholders. The primary function of the Board is oversight. The Board, in exercising its business judgment, acts as an advisor and counselor to senior management and defines and enforces standards of accountability, all with a view to enabling senior management to execute their responsibilities fully and in the best interests of the Company and its stockholders.

Consistent with that function, the primary responsibilities of the Board include:

- overseeing and reviewing the Company’s strategic direction and objectives, taking into account (among other considerations) the Company’s risk profile and exposures and its relationships with key stakeholders;
- selecting, evaluating and compensating the Chief Executive Officer (“CEO”) and other key executives, and planning for CEO and key executive succession;
- overseeing the Company’s compliance with applicable legal and regulatory requirements and the processes that are in place to safeguard the Company’s assets and manage material risks;
- monitoring the Company’s accounting and financial reporting practices and reviewing financial and other controls;
- evaluating the Board’s composition, performance and effectiveness in carrying out such responsibilities; and
- engaging in succession planning for the Board and key leadership roles on the Board and its committees.

In performing its oversight function, the Board is entitled to rely on the advice, reports and opinions of management, counsel, auditors and outside experts. In that regard, the Board, its committees and the Lead Independent Director (as defined below) (on behalf of the Independent Directors (as defined below) as a group) shall be entitled, at the expense of the Company, to engage such legal, financial or other advisors as they deem appropriate, without consulting or obtaining the approval of any officer of the Company, with respect to any matters subject to their authority.

**A. *Roles of the Chair, Lead Independent Director, CEO and Senior Management***

**1. *Board Leadership Structure***

The Board regularly reviews its leadership structure to evaluate whether the structure remains appropriate for the Company. The directors shall annually elect the chair of the Board (the “Chair”). The Chair shall be a member of the Board and may or may not be an officer and/or employee of the Company. The Board believes that its function to monitor the performance of the executive management of the Company is fulfilled by the presence of Independent Directors of stature who have a substantive knowledge of the Company’s business. At any time when the Chair is not an Independent Director, the Independent Directors shall select from among themselves a lead director (the “Lead Independent Director”).

**2. *Role of the Chair***

The principal duty of the Chair is to lead and oversee the activities of the Board. The Chair’s duties also include:

- presiding at meetings of the Board;
- advising and supporting the CEO (if not the same as the Chair) on the Company’s long-term strategy-planning and capability-building;
- approving the agenda for Board meetings in consultation with the Lead Independent Director and the CEO;
- consulting with the Lead independent Director on the annual board evaluation, at the direction of the Nominating and Corporate Governance Committee;
- being involved in the maintenance of key strategic relationships and stakeholder communications, as appropriate;
- consulting with the Nominating and Corporate Governance Committee, as needed, in connection with the committee’s evaluation and recommendation of candidates for election to the Board; and
- being available to the CEO (if not the same as the Chair) and the Board to assume additional responsibilities, as may be requested from time to time.

**3. *Role of the Lead Independent Director***

The Lead Independent Director’s responsibilities include:

- serving as liaison between the CEO, Chair and the Independent Directors;
- presiding at all meetings of the Board at which the Chair is not present, including Executive Sessions (as defined below);
- approving the agenda for Board meetings (in consultation with the CEO and Chair);

- ensuring the Board receives adequate and timely information;
- providing feedback to the CEO regarding his performance;
- conducting the annual Board evaluation (including each committee) in consultation with the Chair, at the direction of the Nominating and Corporate Governance Committee;
- being available for consultations and communications with major stockholders upon request;
- calling special meetings of the Board; and
- calling Executive Sessions of the Independent Directors.

At the request of a majority of the Independent Directors of the Board, the Lead Independent Director may assume some or all of the duties of the Chair for an agreed upon period of time.

At any time when the Chair is an Independent Director and the Independent Directors have not selected a Lead Independent Director, the duties and responsibilities of the Lead Independent Director shall be held by the Chair.

#### 4. Role of the CEO and Senior Management

The Company's day-to-day operations, including setting strategy, are conducted by its employees under the direction of senior management and led by the CEO.

## II. Structure and Operation of the Board

### A. *Size and Composition*

The Board shall consist of not fewer than 5 nor more than the maximum number of members as shall be determined from time to time by resolution of the Board, which number shall not be inconsistent with the minimum and maximum number of members set forth in the Company's Bylaws. The Board shall periodically review its structure, considering (among other things) the existing composition of the Board, voting results for directors in recent elections by stockholders, staggered terms, regulatory developments, trends in governance, the Company's circumstances at the time, and such other factors as the Board may deem relevant.

### B. *Qualifications and Selection of Director Candidates*

The Nominating and Corporate Governance Committee is responsible for identifying, screening and evaluating candidates for Board membership and recommending to the Board all nominees for election to the Board at the annual meeting of stockholders, all in accordance with the Nominating and Corporate Governance Committee charter.

In evaluating new candidates, the Board seeks individuals of high integrity and good judgment who have a record of accomplishment in their chosen fields, and who display the independence of mind and strength of character to effectively represent the best interests of all stockholders and provide practical insights and diverse perspectives.

Each director's candidacy for continuation on the Board shall be reviewed at the expiration of his or her term and before that director is reconsidered for election. In connection with its annual recommendation of director nominees, the Nominating and Corporate Governance Committee will consider the tenure, performance, past attendance at meetings, other directorships and contribution of existing Board members to the extent they are candidates for re-election.

The Nominating and Corporate Governance Committee shall consult with the Chair in carrying out its responsibilities to evaluate and recommend candidates for election to the Board.

The Nominating and Corporate Governance Committee periodically reviews, and recommends to the Board, the skills, experience, characteristics and other criteria for identifying and evaluating directors. The criteria to be considered in selecting director nominees shall reflect at a minimum any requirements of applicable law or listing rules of the New York Stock Exchange (the "NYSE Rules"), as well as other qualifications and skills of a candidate considered important by the Nominating and Corporate Governance Committee. The Board and the Nominating and Corporate Governance Committee also actively seek to achieve a diversity of occupational and personal backgrounds on the Board.

**C. *Director Independence***

At least a majority of directors shall be independent, as defined by the NYSE Rules and determined by the Board in the exercise of its business judgment in light of all facts and circumstances ("Independent Directors"). For a director to be considered independent under the NYSE Rules, the Board must affirmatively determine that the director has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). The Board will consider all relevant facts and circumstances in making a determination of independence for each director and may consider, as appropriate, imposing independence requirements more stringent than those required by the applicable NYSE Rules. If a change of circumstance affects a director's continuing independence, he or she is expected to tender his or her resignation for consideration to the Nominating and Corporate Governance Committee, who shall recommend to the Board whether to accept or reject such offer.

**D. *Term Limits; Retirement***

The Company's Bylaws provide that each director, including a director elected to fill a vacancy or newly created directorship, shall hold office until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. The Board does not believe that it is advisable to establish term limits for its directors because directors are subject to re-election by the Company's stockholders at the annual meeting of stockholders as set forth in the Company's Certificate of Incorporation and Bylaws, and term limits may deprive the Company and its stockholders of the contribution of directors who have been able to develop valuable insights into the Company and its operations over time.

An individual who would be age 72 at the time of election shall not be nominated for initial election to the Board. However, the Nominating and Corporate Governance Committee may recommend and the Board may approve the nomination for reelection of a director who would be age 72 at the time of election, if, in light of all the circumstances, the Board determines, on the recommendation of the Nominating and Corporate Governance Committee, that it is in the best interests of the Company and its stockholders.

**E. *Majority Voting and Director Resignation Policy***

In an uncontested election of directors, any nominee for director who is an incumbent director and receives a greater number of votes “withheld” from his or her election than votes “for” his or her election shall promptly tender his or her resignation to the Nominating and Corporate Governance Committee for consideration by the Board following certification of the stockholder vote.

The Nominating and Corporate Governance Committee shall promptly evaluate the director’s tendered resignation, taking into account the best interests of the Company and its stockholders, and shall recommend to the Board whether to accept or reject such resignation. In assessing whether to accept or reject the tendered resignation, the Nominating and Corporate Governance Committee will consider all factors it deems relevant. The Board shall act on the Nominating and Corporate Governance Committee’s recommendation. The Board shall consider the Nominating and Corporate Governance Committee’s recommendation and any additional information the Board believes to be relevant in deciding whether to accept the tendered resignation. Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee’s deliberations and recommendations or in the Board’s decision as to whether to accept or reject the tendered resignation.

**III. *Responsibilities and Conduct of Directors***

**A. *Director Responsibilities***

In discharging their responsibilities, directors must exercise their business judgment to act in a manner that they believe in good faith is in the best interests of the Company and its stockholders. Directors are expected to attend all or substantially all Board meetings and meetings of the committees of the Board on which they serve, as well as the annual meeting of stockholders of the Company. Directors are also expected to spend the time necessary to discharge their responsibilities appropriately.

**B. *Other Board Service by Directors***

Subject to applicable laws and regulations and the NYSE Rules, the Company limits the number of public company boards (including the Board of the Company) on which a director may serve to 5. Directors should advise the Nominating and Corporate Governance Committee of any invitations to join the board of directors of another company prior to accepting the directorship and must notify the Lead Independent Director of any such acceptances. It is expected that, before accepting another board

position, a director shall consider whether that service may compromise his or her ability to perform his or her responsibilities to the Company. The CEO shall not serve on the boards of more than two public companies, in addition to the Board. The CEO shall obtain the approval of the Board before accepting an invitation to serve on the board of any other public company.

**C. *Change of Circumstances***

If a director's principal occupation or business association changes substantially, or if other similarly material changes in a director's circumstances occur, he or she is expected to tender his or her resignation for consideration to the Nominating and Corporate Governance Committee, who shall recommend to the Board whether to accept or reject such offer.

**D. *Ethics and Code of Conduct***

The Board expects all directors to act ethically at all times and to adhere to the Company's Code of Business Conduct & Ethics and other applicable policies. Any request by a director or executive officer for a waiver under the Code of Business Conduct & Ethics must be sent to and approved by the full Board.

**E. *Conflicts of Interest***

Directors shall avoid any situation that may give rise to a conflict of interest or the appearance of a conflict of interest. If an actual or potential conflict of interest arises, the director shall promptly inform the Company's Chief Legal Officer and shall recuse himself or herself from any Board or committee deliberations or decisions related to the matter that is the subject of the conflict of interest.

**IV. *Functioning of the Board***

**A. *Board Meetings***

**1. *Frequency and Conduct of Meetings***

The Board shall meet at least four times a year. The Chair shall, in consultation with the CEO (if not the same as the Chair) and the Lead Independent Director (if the Chair is not an Independent Director), prepare an annual schedule of meetings for the Board and its standing committees.

The Board shall address some matters at least annually, including the Company's strategic plan and objectives and the principal current and future risk exposures of the Company. The proposed annual schedule of meetings of the Board and its standing committees shall be presented to the Board for review.

The Chair, in consultation with the CEO (if not the same as the Chair) and the Lead Independent Director (if the Chair is not an Independent Director) and any other executive officers as needed, shall review and approve an agenda for each meeting of the Board. Directors may at any time suggest the addition of any matters to a meeting agenda.

## 2. *Executive Sessions*

Independent Directors shall have regularly scheduled meetings at which only Independent Directors are present (“Executive Sessions”). Executive Sessions shall be scheduled at least two times per year, in conjunction with regularly scheduled Board meetings. The Independent Directors, led by the Lead Independent Director, shall determine the frequency, length and agenda of Executive Sessions. The Lead Independent Director shall chair Executive Sessions; however, he or she may choose to defer to a committee chair when the subject matter of the meeting falls within the purview of a Board committee.

## 3. *Information to be Distributed Prior to Meetings*

Information regarding the Company’s business and performance shall be distributed to all directors on a regular basis. In addition, business updates and information regarding recommendations for action by the Board at a meeting shall be made available to the Board a reasonable period of time before meetings. Information should be relevant, concise and timely. In some cases, due to timing or the sensitive nature of an issue, materials may be presented only at the Board meeting.

### **B. *Committees of the Board***

#### 1. *Committee Structure*

There are currently three standing committees of the Board: Audit and Risk Committee (the “Audit Committee”), Talent Development and Compensation Committee (the “Compensation Committee”) and Nominating and Corporate Governance Committee. From time to time, the Board may designate additional standing or *ad hoc* committees in conformity with the Company’s Bylaws. Each committee shall have the authority and responsibilities delineated in its respective charter and the Company’s Bylaws. The Board shall have the authority to disband any *ad hoc* or standing committee when it deems it appropriate to do so, provided that the Company shall at all times have an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee, and each other committee required by applicable law or the NYSE Rules.

#### 2. *Committee Membership*

Committees and their chairs shall be appointed by the Board annually based on recommendations made by the Nominating and Corporate Governance Committee. In the absence of such appointment by the Board, each committee may designate its chair pursuant to its charter. The members of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee shall at all times meet the independence and other requirements of applicable law and the NYSE Rules. Members of the Audit Committee may not simultaneously serve on the audit committees of more than two other public companies.

#### 3. *Committee Charters*

Each standing committee shall have a written charter, which shall state the purpose of the committee and the responsibilities that the committee has undertaken. Each committee shall review its charter annually (and more frequently as circumstances may require) to reflect changes in applicable law, NYSE Rules or other relevant considerations, and proposed revisions to the charters shall be approved by the Board.

#### *4. Committee Meetings*

Each standing committee shall establish a schedule of meetings each year, pursuant to the requirements set forth in each committee's respective charter. The chair of each committee shall determine the agenda for each meeting of the committee.

#### **C. Board Succession Planning**

The Board shall regularly review short- and long-term succession plans for directors, including in the event of unanticipated vacancies.

#### **V. Compensation of Directors**

At least annually, the Compensation Committee shall advise and make recommendations to the Board, in accordance with the Compensation Committee charter, regarding director compensation (including Board and committee compensation), any director stock ownership requirements and other policies and programs and perquisites, taking into account relative responsibilities of directors. It shall be the responsibility of the full Board to consider and approve any such recommendation.

Directors who are Company employees or consultants (other than just acting as directors) shall not be compensated for their service as directors.

#### **VI. Stock Ownership Guidelines**

The Company has adopted stock ownership guidelines that apply to the Company's executive officers and non-employee directors.

#### **VII. Leadership Development**

##### **A. Annual Review of Management Performance**

The Compensation Committee shall periodically, but no less frequently than annually, conduct an evaluation of the performance of the Company's CEO in light of the Company's goals relevant to the CEO's compensation established by the Compensation Committee, and shall determine the compensation level of the CEO based on such evaluation. The Compensation Committee shall also evaluate the performance and determine the compensation level of other executive officers, in conjunction with the CEO, of the Company.

##### **B. Management Succession Planning**

The Compensation Committee shall oversee short-term and long-term

management succession planning and leadership assessment and development. The Compensation Committee will provide regular updates to the Board.

### ***C. Selection of CEO***

The Board is responsible for the selection of the CEO. In assessing CEO candidates, including as part of its annual review of succession plans, the directors shall identify and periodically update the skills, experience and attributes that they believe are required to be an effective CEO in light of the Company's business strategy, prospects and challenges.

### ***D. Board Self-Evaluations***

Consistent with its charter, the Nominating and Corporate Governance Committee and the Lead Independent Director shall annually lead the process of evaluating the performance of the Board as a whole. The chair of the Nominating and Corporate Governance Committee and the Lead Independent Director shall report the Nominating and Corporate Governance Committee's conclusions to the Board and may make recommendations to the Chair regarding changes that the Nominating and Corporate Governance Committee and the Lead Independent Director deems appropriate for consideration by the Board.

### ***E. Committee Self-Evaluations***

Consistent with its charter, the Nominating and Corporate Governance Committee and the Lead Independent Director shall oversee the annual evaluation of the performance of each of the standing committees of the Board. As part of this process, each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee shall annually evaluate its performance as a committee.

## **VIII. Communications**

### ***A. Access to Management***

In order to fulfill their oversight responsibilities, directors shall have free access to management, subject to reasonable efforts to avoid disruption to the Company's business and operations. Management is expected to be responsive to requests for information from directors. The Board encourages the Chair, in consultation with the CEO (if not the same as the Chair), to invite management to make presentations at Board meetings in order to provide insight into the Company's business or to provide individuals with exposure to the Board for purposes of leadership development.

### ***B. Director Orientation and Education***

New directors shall participate in an orientation program, which shall generally address the Company's strategic plans, significant risk exposures and compliance programs (including its Code of Business Conduct & Ethics and other applicable policies). The directors and the Company are committed to providing all directors with an orientation and adequate and consistent continuing education.

### **C. Board Interaction with Constituencies**

The Board believes that as a general matter, management speaks for the Company. Each director should refer all inquiries from the press or others regarding the Company's operations to management. Unless requested or approved by the Chair or CEO (if not the same as the Chair), in consultation with the Chief Legal Officer and other members of management, as appropriate, non-management directors should refrain from communicating with various constituencies involved with the Company. In situations where public comments from the Board may be appropriate, they should come only from the Chair or Lead Independent Director.

### **IX. Revisions to These Governance Guidelines**

Each year, the Nominating and Corporate Governance Committee shall review these guidelines and recommend to the Board such revisions as it deems necessary or appropriate for the Board to discharge its responsibilities more effectively.

The Board may amend, waive, suspend or repeal any of these guidelines at any time, with or without public notice, as it determines necessary or appropriate.

*Last Amended: May 22, 2025*