

TWILIO INC.

AMENDED AND RESTATED COMPENSATION AND TALENT MANAGEMENT COMMITTEE CHARTER

I. General Statement of Purpose

The Compensation and Talent Management Committee of the Board of Directors (the “**Compensation Committee**”) of Twilio Inc. (the “**Company**”), on behalf of the Board of Directors (the “**Board**”), (1) assists the Board in discharging its responsibilities related to compensation of the Company’s directors and officers (as that term is defined in Section 16 of the Securities Exchange Act of 1934, as amended from time to time (the “**Exchange Act**”) and Rule 16a-1(f) thereunder), (2) oversees the Company’s overall compensation structure, philosophy, policies and benefits programs, (3) administers the Company’s equity and incentive compensation plans and such other plans as designated from time to time by the Board, (4) reviews and discusses with management the Company’s disclosures contained under the caption “Compensation Discussion and Analysis” (“**CD&A**”) for use in any of the Company’s annual reports on Form 10-K, registration statements, proxy statements or information statements, and (5) is responsible for producing a report for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, in accordance with applicable rules and regulations. The primary objective of the Compensation Committee is to develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies, the alignment of the interests of management with the long-term interests of the Company’s stockholders and to oversee the evaluation of management.

II. Compensation Committee Composition

The Compensation Committee shall consist of no fewer than two members, each of whom shall satisfy the independence standards established pursuant to Section 303A of the Listed Company Manual of the New York Stock Exchange, subject to any applicable exceptions contained therein, and any other qualifications determined by the Board or the Nominating and Corporate Governance Committee of the Board (the “**Nominating Committee**”) from time to time. In determining the members of the Compensation Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Exchange Act.

The members of the Compensation Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies occurring, for whatever reason, may be filled by the Board.

The Board shall designate one member of the Compensation Committee to serve as Chair of the Compensation Committee. The Chair (or in the Chair’s absence, a member designated by the Chair) shall preside at each meeting of the Compensation Committee, set

agendas for meetings of the Compensation Committee (in consultation with the other members and management) and report regularly to the Board regarding the Compensation Committee's activities. In the absence of that designation, the Compensation Committee may designate a Chair by majority vote of the members of the Compensation Committee; provided, that the Board may replace any Chair designated by the members of the Compensation Committee at any time.

III. Meetings

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities, which meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent in accordance with the Company's bylaws.

The Compensation Committee shall maintain copies of minutes of each meeting of the Compensation Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Compensation Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

IV. Compensation Committee Activities

The Compensation Committee's purpose and responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter at least annually and submit any proposed changes to the Board for approval.

B. Processes and Procedures for Considering and Determining Director and Executive Compensation

- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Compensation Committee deems advisable with regard to) the Company's processes and procedures for the consideration and determination of director and executive compensation, and review and discuss with management any description of such processes and procedures to be included in the Company's proxy statement.
- Review and approve the peer group of companies used to inform the Company's evaluation of compensation for its employees and directors.
- Review and consider the results of any advisory vote on executive

compensation.

- Provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting, including the frequency of advisory votes on executive compensation.

C. Compensation Committee Report

- Review and discuss with management the CD&A to be included in the Company's proxy statement or annual report on Form 10-K.
- If such disclosure is required by the Company or if the Company elects to undertake such disclosure, based on the Compensation Committee's review and discussions with management of the CD&A, make a recommendation to the Board that the CD&A be included in the Company's proxy statement or annual report on Form 10-K.
- Prepare the Compensation Committee Report to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the applicable rules and regulations of the Securities and Exchange Commission (the "SEC"), any securities exchange on which the Company's securities are traded, and any other rules and regulations applicable to the Company.

D. Human Capital Management

- Review and discuss with management the Company's human capital management activities, including the Company's disclosure of such activities in its public filings and reports. These activities include, among other things, matters relating to talent management and development, talent acquisition, employee engagement and diversity, equity and inclusion.

E. Annual Performance Evaluation of the Compensation Committee

- Perform an annual performance evaluation of the Compensation Committee and report to the Board and Nominating and Corporate Governance Committee on the results of such evaluation.

F. Incentive-Compensation, Equity-Based and Other Plans

- Act as administrator of the Company's equity and incentive plans, including the authority to establish guidelines, interpret plan documents, select participants, approve grants and awards and exercise such other power and authority as may be permitted or required under such plans.
- Review and approve grants and awards under incentive-based compensation plans and equity-based plans, in each case consistent with the terms of such

plans, and approve new incentive-based compensation plans and amendments thereto (other than the adoption of new equity-based plans and amendments with respect to amending share reserve and class of participants under such plans, which shall require approval by the Board and may be recommended to the Board as the Compensation Committee deems advisable).

- Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to policies and procedures for the grant of equity-based awards by the Company and other compensation-related policies or guidelines.
- Review, approve and administer welfare, benefit, pension, profit sharing and other similar plans and/or amendments thereto for current and former employees of the Company.

G. Evaluation of Management

- Oversee annual evaluation of the Company's management for the prior fiscal year.

H. Matters Related to Compensation of the Company's Chief Executive Officer

- Review and approve the corporate goals and objectives that may be relevant to the compensation of the Company's Chief Executive Officer ("CEO").
- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and determine and approve the CEO's compensation based on such evaluation. In connection with determining the long-term incentive component of the CEO's compensation, the Compensation Committee should consider factors including, but not limited to, the Company's performance and relative stockholder return, the potential benefits and costs to the Company of the award, the value of similar incentive awards to CEOs at comparable companies, the awards given to the Company's CEO in past years and such other criteria as the Compensation Committee deems advisable.
- Review periodically and approve (or recommend to the Board for approval) the CEO's (1) base salary, (2) incentive bonus, including the specific goals and amount, (3) equity compensation, (4) any employment agreement, severance arrangement, transition or consulting agreement, retirement agreement or change of control protections and (5) any other benefits, compensation or similar arrangements, if any (including, without limitation, perquisites and any other form of compensation such as a signing bonus or payment of relocation costs).

- The CEO may not be present during voting or deliberations concerning his or her compensation.

I. Matters Related to Compensation of the Officers Other Than the Chief Executive Officer

- Review and approve the individual and corporate goals and objectives of the Company's officers other than the CEO; for purposes hereof the term "officer" has the meaning defined in Section 16 of the Exchange Act and Rule 16a-1 promulgated thereunder.
- Review periodically and approve (or recommend to the Board for approval) the aggregate amount of compensation being paid or potentially payable to each of the Company's officers, including (1) base salary, (2) incentive bonus, including the specific goals and amount, (3) equity compensation, (4) any employment agreement, severance arrangement, transition or consulting agreement, retirement agreement or change of control protections and (5) any other benefits, compensation or similar arrangements, if any (including, without limitation, perquisites and any other form of compensation such as a signing bonus or payment of relocation costs). In doing so, the Compensation Committee should take into consideration each individual's success in achieving his or her individual performance goals and objectives, if applicable, and the corporate goals and objectives deemed relevant to such individual as established by the Compensation Committee and in fostering a corporate culture that promotes the highest level of integrity and ethical standards, as well as any recommendation by the CEO.

J. Matters Related to Clawback and Recoupment

- Approve, or recommend to the Board for approval, if and as the Compensation Committee determines to be necessary or appropriate, or as required by applicable law, the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.

V. Additional Compensation Committee Authority

The Compensation Committee is authorized, on behalf of the Board, to do any of the following, as the Compensation Committee deems necessary or appropriate in its discretion:

A. Matters Related to Compensation of the Company's Directors and Members of Senior Management

- Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to the compensation of the non-employee directors of the Company, including with respect to any consulting, retainer, meeting, committee and committee chair fees and equity

grants or awards.

- Determine the compensation of all members of senior management of the Company (other than the CEO and other officers described above), including with respect to any incentive-compensation plans and equity-based plans.

B. Matters Related to Compensation Consulting Firms or Other Outside Advisors

- Retain or obtain the advice of compensation consultants, legal counsel and/or other advisers to assist it in the performance of its duties; provided that:
 - The Compensation Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Compensation Committee and the Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel or other adviser; and
 - Before any compensation consultant, legal counsel or other adviser (other than (1) in-house legal counsel or (2) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser does not provide advice) is selected by, or provides advice to, the Compensation Committee, the Compensation Committee shall take into consideration all factors relevant to that person's independence from management of the Company, including but not limited to the following:
 - The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are

designed to prevent conflicts of interest;

- Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
 - Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.
- The Compensation Committee shall review and discuss with management, if appropriate, any conflicts of interest raised by the work of any compensation consultant that had any role in determining or recommending the amount or form of executive or director compensation or was retained by the Compensation Committee or management and how such conflict is being addressed for disclosure in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
 - Prohibit the Company from engaging a compensation consultant engaged by the Compensation Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the approval of the Compensation Committee. However, nothing in this Section B requires that any advisers be independent. In addition, nothing in this Section B requires the Compensation Committee to implement or act consistently with the advice or recommendations of any adviser or affects the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties.

C. Succession Planning

- Review and discuss with the Board corporate succession plans for the CEO and other key officers of the Company.

VI. General

- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of at least two executive officers of the Company, when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Compensation Committee shall periodically review the Company's overall compensation philosophy, policies and practices, including, without limitation, whether they could lead to unnecessary risk-taking behavior by the Company's personnel. The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee's

responsibility.

- In carrying out its responsibilities, the Compensation Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compensation Committee may consult. The Compensation Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Compensation Committee or meet with any members of or advisors to the Compensation Committee.
- The Compensation Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: February 4, 2016

AMENDED AND RESTATED: March 27, 2018, January 25, 2019, December 6, 2019, March 17, 2021, March 17, 2022, and March 28, 2023