

# **COMPENSATION COMMITTEE CHARTER OF SIRIUS XM HOLDINGS INC.**

**(adopted and effective as of July 19, 2021)**

## **Purpose**

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Sirius XM Holdings Inc. (the “Company”) to discharge the Board’s responsibilities relating to the compensation of its Chief Executive Officer (the “CEO”) and the Company’s other executive officers (as defined in Rule 3b-7 under the Securities Exchange Act of 1934 and as designated by the Board) (collectively, including the CEO, the “Executive Officers”). The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers and other employees of the Company to the extent set forth in this Charter.

## **Committee Membership**

The Committee shall consist of no fewer than two members. At least two members of the Committee also shall qualify as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. One member of the Committee shall be appointed as Committee Chairman by the Board. Committee members may be replaced by the Board.

## **Meetings**

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairman shall preside at each meeting. If the Committee Chairman is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

## **Committee Responsibilities and Authority**

1. The Committee shall, at least annually, review and approve the annual base salaries of the Executive Officers. The CEO shall not be present during any Committee deliberations or voting with respect to the CEO’s compensation.
2. The Committee shall, periodically and as and when appropriate, review and approve: (a) the annual bonus plan proposed to be adopted by the Company for employees generally; (b) the performance by the Company against any metrics contained in any annual bonus plan adopted by the Company for employees generally; (c) the annual bonus plan payments by the Company for employees generally; and (d) the equity-based

compensation program, including the structure and terms of any equity-based awards, for employees of the Company.

3. Except to the extent delegated to the CEO in one or more resolutions of the Committee, the Committee shall, as and when appropriate, review and approve all awards to employees under the Company's equity-based compensation plans subject to the provisions of such plans. The Committee shall also recommend to the Board, and where appropriate recommend to stockholders of the Company, the adoption, amendment or termination of any compensation plan under which Company securities may be issued.
4. The Committee shall administer and interpret the Company's compensation plans for employees generally, including equity based compensations plans and agreements thereunder, and in that capacity: (a) approve or recommend to the Board amendments to such plans (subject to stockholder approval when required) as may be necessary or appropriate to carry out the Company's compensation strategy; (b) determine whether awards granted under the plans that have performance-related criteria have been earned; (c) correct any defect, supply any omission or reconcile any inconsistency in any cash- or equity-based compensation plan, award, agreement or other arrangement; (d) when appropriate, modify existing awards (with the consent of the grantees when required) and approve authorized exceptions to provisions of the plans; and (e) adopt any required or appropriate equity award timing policy.
5. The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the Executive Officers: (a) any employment agreements and severance arrangements; (b) any change-in-control agreements and severance protection plans and change-in-control provisions affecting any elements of compensation, benefits and perquisites; and (c) any special or supplemental compensation and benefits for the Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
6. The Committee shall have the authority, periodically and as and when appropriate, to delegate to the CEO and their designee, authority to grant equity-based compensation to employees (other than Executive Officers), subject to the limits that the Committee shall specify.
7. The Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
8. The Committee shall produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.
10. The Committee shall approve, or recommend to the Board for approval, the creation or revision of any clawback policy allowing the Company to recoup compensation paid to

employees, if and as the Committee determines to be necessary or appropriate, or as required by applicable law.

11. The Committee shall oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the NASDAQ rules that, with limited exceptions, stockholders approve equity compensation plans.
12. The Committee shall make regular reports to the Board.
13. The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any advisor to assist it in the performance of its duties, but only after taking into consideration factors relevant to the advisor's independence from management specified in NASDAQ Listing Rule 5605(d)(3). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee, and shall have sole authority to approve the advisor's fees and the other terms and conditions of the advisor's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee.
14. The Committee may form and delegate authority and duties to subcommittees as it deems appropriate.