

TPG INC.
COMPENSATION COMMITTEE CHARTER

PURPOSE AND AUTHORITY

The Compensation Committee (the “Committee”) of the board of directors (the “Board”) of TPG Inc. (the “Company” or “TPG”) will carry out the responsibilities set forth in this Charter.

This Charter should be interpreted at all times in the context of, and subject to, the terms of the TPG GP A, LLC (“GP LLC”) limited liability company agreement (the “GP LLCA”), the Company’s Certificate of Incorporation, the Company’s Bylaws, and other relevant governance documents, in each case, as in effect at the time (collectively the “Governance Documents”), as well as applicable laws and regulations.

As used in this Charter, “compensation” of an individual refers to the total value of any individual’s salary, bonus, “dollars at work” (“DAW”) through grants of performance allocations and other compensation, other than equity awards and benefits generally provided to all partners equally. “Equity awards” means any equity, equity linked or phantom equity awards (including restricted stock units) of the Company or TPG Operating Group.

COMMITTEE MEMBERSHIP

Composition. The Committee will consist of at least two members of the Board appointed by the Board in accordance with the GP LLCA.

Chair. The Chair of the Committee is appointed from among the Committee members in accordance with the GP LLCA. The Chair presides at meetings of the Committee and has authority to convene meetings, and set agendas for meetings. In the absence of the Chair at a duly convened meeting, the Committee will select a temporary substitute from among its members to serve as chair of the meeting.

Independence. Although the Company qualifies as a “controlled company” pursuant to the listing standards of the Nasdaq Stock Market (“Nasdaq”), each member of the Committee will qualify as an “independent” director in accordance with the applicable listing standards of Nasdaq including standards specifically applicable to compensation committee members. In addition, at least two members of the Committee must qualify as “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

ADVISERS AND CONSULTANTS

The Committee has the authority to retain, direct and oversee the activities of, and to terminate the engagement of an independent compensation consultant and any legal counsel, accounting or other adviser or consultant hired to assist the Committee.

The Company will provide the Committee with appropriate funding, as determined by the Committee, for the payment of compensation to any such advisers retained by the Committee in

carrying out its duties and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee will act in reliance on the Company's management, any independent compensation consultant engaged by the Committee or the Company, and any other advisers and experts, as the Committee deems necessary or appropriate.

COMMITTEE MEETINGS AND ADMINISTRATION

The Committee will meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Committee may act by unanimous written consent of its members.

Notice of meetings will be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee constitutes a quorum sufficient for the taking of any action by the Committee. The affirmative vote of a majority of members present at a meeting at which a quorum is present will constitute the action of the Committee. The Committee will otherwise establish its own rules of procedure.

The Committee will meet in executive session as it deems necessary.

The Committee will have access to all books, records, facilities and personnel of the Company, including to conduct any investigation it deems necessary or appropriate to enable the Committee to carry out its duties.

The Committee will maintain minutes or other records of Committee meetings and activities and report to the Executive Committee and the Board, from time to time, on Committee findings.

DELEGATION

The Committee may delegate its responsibility for approving, for purposes of Section 16 of the Exchange Act ("Section 16"), equity awards to the Company's directors and officers who are subject to Section 16 ("Section 16 Persons") as described under Items 2, 3 and 6 below to a subcommittee of two or more "non-employee directors" within the meaning of Rule 16b-3 under the Exchange Act. Notwithstanding any authority or responsibility assigned to the Committee herein, equity awards to Section 16 Persons may be approved (i) for purposes of Section 16 by the full Board without regard to independence, or (ii) by the Executive Committee.

RESPONSIBILITIES

Subject to the Governance Documents, prior to the Sunset (as defined in the Company's Certificate of Incorporation), the Committee has the exclusive authority and responsibility to:

1. Determine the compensation (including equity awards) of the CEO and the Executive Chair in accordance with their respective employment agreements, as may be amended and restated from time to time, giving due weight to historical methods and levels of compensation for each of them, public market conditions and comparables,

and individual and Company performance. With respect to DAW allocations in a business unit being managed by the Executive Chair, such as TPG Rise Climate, the Committee will consult with the CEO and Executive Chair and take due account of their recommendations based upon business unit level considerations.

2. Approve equity awards to the CEO and the Executive Chair.
3. Following a recommendation from the CEO, and the approval of GP LLC in accordance with the GP LLCA, approve equity awards to officers (as defined under Rule 16a-1(f) under the Exchange Act) other than the CEO and Executive Chair for the purposes of Section 16; provided, however, that the Board or the Executive Committee may also approve such equity awards.
4. If Mr. Coulter is no longer the Executive Chair, following a recommendation from the CEO, approve the compensation of members of the Executive Committee who are active TPG Partners (other than the Executive Chair and the CEO). For the avoidance of doubt, for so long as Mr. Coulter serves as Executive Chair, such compensation will be determined jointly by the CEO and Executive Chair.
5. Following the approval of GP LLC in accordance with the GP LLCA, (i) remove the CEO, (ii) appoint the CEO, (iii) modify the authority of the CEO, (iv) renew or modify the CEO's employment contract, (iv) remove the Executive Chair and (v) appoint the Executive Chair.

Subject to the Governance Documents, the Committee also will have the authority and responsibility to:

6. For purposes of Section 16, approve equity awards granted to (i) independent directors and (ii) directors who are active TPG partners and are not members of the Executive Committee.
7. Recommend to the Board for approval the form and amount of independent director compensation, with input from the Committee's compensation consultant as the Committee deems appropriate.
8. Review, together with the Executive Committee, the Company's compensation arrangements to determine whether they encourage excessive risk-taking, evaluate policies and practices that could mitigate such risk, and discuss, at least annually, the relationship between risk management policies and practices and compensation.
9. At least annually, assess whether the work of any compensation consultant engaged by the Committee or the Company has raised any conflicts of interest, and review the engagement and the nature of any additional services provided by such compensation consultant to the Committee or to management, as well as all compensation provided to such consultant.
10. Prior to the retention of any advisers to the Committee, and annually, or from time to time as the Committee deems appropriate, assess the independence of compensation

consultants, legal and other advisers to the Committee, if any, taking into consideration the factors specified in the listing standards of the Nasdaq.

11. At least every six years, make a recommendation to the Executive Committee and the Board regarding the frequency with which the Company will conduct a say-on-pay vote.
12. Review and discuss with management the “Compensation Discussion and Analysis” disclosure required by SEC rules and determine whether to recommend to the Executive Committee and the Board the inclusion of such disclosure in the Company’s Annual Report on Form 10-K and any proxy statement, taking into account the results of the most recent say-on-pay vote, as applicable.
13. Produce, together with the Executive Committee, as appropriate, the annual compensation committee report as required by the rules of the SEC.
14. Periodically review and, if appropriate, establish and oversee stock ownership and/or retention guidelines, with input from the Executive Committee, as appropriate.
15. Perform such other functions as are required under applicable laws, regulations, Nasdaq rules, and the Governance Documents, each as in effect from time to time.

EVALUATION AND AMENDMENTS

The Committee will periodically conduct a self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter. This Charter shall not be amended prior to the Sunset unless such amendment is approved by the Board, the Executive Committee and GP LLC in accordance with the GP LLCA.

This Charter will be made available on the Company’s website at <https://www.tpg.com/> and to any stockholder who otherwise requests a copy.