



WAYFAIR INC. COMPENSATION COMMITTEE CHARTER

I. Purpose

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Wayfair Inc. (the “**Company**”) is (i) to review and approve the compensation of the Company’s executive officers and directors and (ii) to act as the administering committee for equity compensation plans and other long-term incentive, savings and health and welfare plans that cover the Company’s employees, as designated by the Board.

II. Composition

Size: The Committee must consist of at least two (2) directors.

Independence: Each Committee member must satisfy the independence requirements of the New York Stock Exchange (the “**NYSE**”), except as otherwise permitted by applicable NYSE rules, and meet all other eligibility requirements of applicable laws. All Committee members shall qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and, to the extent deemed necessary or appropriate by the Board to administer performance-based compensation, as “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

Appointment; Term; Removal: All Committee members will be appointed by, and will serve at the discretion of, the Board. The Board may remove any Committee member at any time with or without cause.

Chair: Unless a Chair is designated by the Board, the Committee may designate a Chair by their majority vote.

III. Structure and Authority

Meetings: The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s by-laws that are applicable to the Committee. The Committee shall meet periodically as necessary to act upon any matter within its jurisdiction. The Committee will maintain written minutes of its meetings and copies of its actions by written consent, which will be filed with the minutes of the meetings of the Board.

Advisors: The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisors (independent or otherwise),



provided that, preceding any such retention or advice, the Committee shall take into consideration all factors, including any applicable factors under NYSE rules, relevant to the advisor's independence from management. The Committee shall also evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest. However, nothing herein shall require any compensation consultant, legal counsel or other advisor to be independent, only that the Committee consider all applicable factors before selecting, or receiving advice from, such a compensation advisor. Notwithstanding the foregoing, the Committee is not required to consider any such factors if the compensation consultant, legal counsel or other advisor's services are limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is either not customized for the Company or that is customized based on parameters that are not developed by the advisor, and about which the advisor does not provide advice. The Committee will be directly responsible for the appointment, termination, compensation and oversight of any advisor it retains. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee.

Authority: In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's by-laws and applicable NYSE rules. The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

IV. Duties and Responsibilities

The Committee shall be responsible for the following matters and any other matter as delegated by the Board from time to time.

1. *CEO Compensation.* The Committee shall review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer ("**CEO**"). The Committee shall evaluate the CEO's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the CEO's compensation. In evaluating the CEO's performance, the Committee may consider additional factors related to the performance of the Company, such as relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.

2. *Other Executive Officer Compensation.* The Committee shall periodically review and set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer. The Committee shall take into account the CEO's recommendations and evaluations of each individual's performance and the Company's overall performance. The Committee shall also review



and approve any perquisites or other benefit programs available to executive officers, except to the extent such benefit policies or programs apply to employees of the Company generally.

3. *Director Compensation.* The Committee shall review and make recommendations to the Board regarding director compensation.

4. *Incentive and Equity Compensation.* The Committee shall review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements. The Committee will also have the authority to act as the administrator under the Company's equity-based plans to oversee administration of all incentive compensation and equity-based plans for employees and approve all forms of award agreement and/or sub-plans adopted thereunder.

5. *Compensation Discussion and Analysis; Compensation Committee Report.* To the extent that the Company is required to include a Compensation Discussion and Analysis ("**CD&A**") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee shall review and discuss with management the Company's CD&A and recommend to the Board whether the Company's CD&A be included in the appropriate filing. The Committee will prepare the annual Compensation Committee Report to be included in the Company's proxy statement or annual report on Form 10-K.

6. *Reports to the Board of Directors.* The Committee shall report regularly to the Board regarding the activities of the Committee.

7. *Say-on-Pay.* The Committee shall review and discuss compensation-related proposals to be proposed to the Company's shareholders at the Company's annual meeting, including proposals for say-on-frequency and say-on-pay and, and based on such discussions, provide recommendations to the Board. The Committee shall review and consider the results of the vote on a say-on-pay proposal in evaluating and making recommendations to the Board with respect to executive and employee compensation.

8. *Review of this Charter.* The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

9. *Succession Planning and Talent Development.* The Committee shall periodically review and discuss with the Board corporate succession plans for the CEO and other key executive officers of the Company.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority, except to the extent prohibited under NYSE rules, to delegate any or all of its responsibilities to a subcommittee of the Committee consisting of one or more members as the Committee



may deem appropriate in its sole discretion.

VI. Compensation

Members of the Committee shall receive such fees or other compensation, if any, for their service as Committee members as may be determined by the Board in its sole discretion.

