

**RACKSPACE TECHNOLOGY, INC.**  
**EXECUTIVE COMMITTEE CHARTER<sup>1</sup>**

**I. Purpose**

An Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of Rackspace Technology, Inc. (together with its direct and indirect subsidiaries, the “Company”) is appointed to exercise the powers and duties of the Board between Board meetings and while the Board is not in session, and implement the policy decisions of the Board.

**II. Composition**

The Committee shall consist of at least three (3) members designated by the Board to serve until their successors are duly designated or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board upon written notice to the removed member.

**III. Chair**

The Board shall designate a chairman by majority vote. The chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

**IV. Meetings**

The Committee shall meet with such frequency, and at such times, as its Chairperson, or a majority of the Committee, determines to be necessary or appropriate to carry out its duties hereunder. A majority of the members of the Committee shall constitute a quorum. Unless the Committee or the Board adopts other procedures, the provisions of Rackspace Technology, Inc.’s Amended and Restated Bylaws (as may be further amended from time to time, the “Bylaws”) applicable to meetings of Board committees (or if no such provisions exist, applicable to meetings of the Board) will govern meetings of the Committee.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests or as the Committee deems appropriate in order to carry out its duties and responsibilities.

All actions and decisions of the Committee shall be by the affirmative vote of a majority of the members appointed to serve on the Committee. Minutes of each meeting will be kept with the regular corporate records. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or

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<sup>1</sup> Adopted by the Board of Directors of Rackspace Technology, Inc. on July 9, 2020 to be effective for all purposes on the pricing of the initial public offering.

transmissions are filed with the minutes of proceedings of the Committee. The chairman of the Committee or his or her designee will report on each meeting of the Committee as well as any actions taken by the Committee to the Board at the next meeting of the Board following the meeting of the Committee or any such actions taken by the Committee.

## **V. Duties and Responsibilities**

Subject in all respects to any limitations contained in the Company's Management Authorization Limits, the basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging its responsibilities, the Committee will act in reliance on management, the Committee's and the Company's other advisors and experts, as the Committee deems necessary or appropriate. The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties. The Committee shall have unrestricted access to the Company's employees, internal and outside counsel, financial advisors and anyone else in the Company, and may require any officer or employee of the Company or representative of the Company's outside counsel, independent public accountants or financial advisors to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

The Committee shall have the authority to exercise all powers and authority of the Board, including without limitation the powers and authority enumerated in the Bylaws, excepting matters which, under the Delaware General Corporation Law, as amended (the "DGCL"), and the Bylaws, cannot be delegated by the Board to a committee of the Board, and except for any limitations contained in the Company's Management Authorization Limits. Notwithstanding anything to the contrary herein and without limiting the generality of the foregoing, the Committee shall have the authority to amend, restate, modify, change and/or waive all or any portion of the Company's Management Authorization Limits (including without limitation and for the avoidance of doubt, all or any portion of any Management Authorization Limits adopted, implemented or enforced by Inception Intermediate, Inc., Inception Parent, Inc., Rackspace Technology Global, Inc. or any of their respective direct or indirect subsidiaries) at any time or for any reason.

In addition, the Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

## **VI. Advisors**

The Committee shall have the authority to retain such financial advisors, independent legal counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee, and payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Any legal, financial or other advisors retained by the Committee may, but need not, be otherwise engaged by the Company for any other purpose.

## **VII. Amending the Charter**

This Charter shall not be amended without the express consent of the Board.