

DUOLINGO, INC.

MERGERS AND ACQUISITIONS COMMITTEE CHARTER

This Mergers and Acquisitions Committee Charter (this “*Charter*”) was adopted by the Board of Directors (the “*Board*”) of Duolingo, Inc., a Delaware corporation (the “*Company*”), on November 25, 2025.

I. Purpose

The purpose of the Mergers and Acquisitions Committee (the “*Committee*”) is to act on behalf of the Board to review, assess, and approve certain acquisitions, investments, mergers, and similar strategic transactions in accordance with the transaction approval authority parameters set forth in Exhibit A hereto (each, a “*Transaction*”), including the price, structure, form, and other terms and conditions of any such applicable Transactions, and the form, terms and conditions of any and all agreements as shall be deemed necessary, appropriate or advisable in connection with any such Transaction.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws (as in effect from time to time) and applicable law. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.

II. Membership and Procedures

1. *Composition.* The Committee shall consist of such number of directors as the Board shall from time to time determine. Unless the Board elects a Chair of the Committee, the Committee may elect a Chair by majority vote.
2. *Selection and Removal.* Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee from such committee, with or without cause.
3. *Rules and Procedures.* The Committee shall have 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 bylaws that are applicable to the Committee.
4. *Meetings.* The Committee shall meet as often as it deems necessary in order to perform its responsibilities.

III. Approval Authority

This Charter envisions three stages in mergers and acquisitions activity where the Company is the purchaser or investor: (1) initial engagement with target and exploratory discussions; (2) execution of a non-binding letter of intent/exclusivity or term sheet with a target; and (3) execution of definitive agreements/authority to close.

The Company's management ("**Management**") shall have the authority to undertake the initial engagement and exploratory discussions with prospective targets and will undertake to report on these to the Committee as discussions progress to a point where a Transaction with respect to which the Committee has approval authority appears to be a reasonable possibility.

Under no circumstances shall the Committee have the authority to approve a Transaction in which any director, officer, employee of the Company or an affiliate thereof, or an affiliate of the Company or any of its subsidiaries has a material interest.

For any Transaction activity where the Company, or one of its subsidiaries or divisions, is the target, the Board shall specifically determine the roles and responsibilities of the Committee and management at the time that such activity arises.

In all cases, the dollar thresholds set forth in Exhibit A include all amounts potentially paid or received pursuant to escrow, earnout or similar arrangements. The fair market value of any securities included shall be determined by the Committee in its sole discretion. As to any transaction that involves payment in the form of Company securities, such securities issuance shall be approved in accordance with the Company's organizational documents, agreements to which it is party and applicable law.

For all actions related to a Transaction for which the Board retains authority, and for any other situation which the Committee deems appropriate, the Committee shall consider relevant action in light of the Transaction, present its findings, conclusions and appropriate summaries to the Board, and make a recommendation to the Board.

IV. Responsibilities

The responsibilities and activities of the Committee in serving the purposes outlined in Section I above are as set forth below.

1. *Advisors.* The Committee is authorized, without further action by the Board, to engage such outside legal, financial, and other advisors or consultants in the name and on behalf of the Company as it deems necessary or appropriate to carry out its responsibilities. Such advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

2. *Review of Transaction Strategy.* Review acquisition, divestiture, and investment strategies and candidates with Management, as well as assess risks in connection with such strategies.
3. *Transaction Due Diligence.* Oversee due diligence processes with respect to acquisitions, divestitures, and investment strategies.
4. *Reports to the Board of Directors.* If so requested by the Board, the Committee shall report to the Board at each meeting of the Board.
5. *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of the performance of the Committee.
6. *Review of this Charter.* The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee (including a subcommittee consisting of a single member).

Exhibit A

Transaction Approval Authority Parameters

Deal Size	Non-binding LOI/Exclusivity	Definitive/Closing
\$25 million and under	No consent required	No consent required
Above \$25 million up to \$50M	Consent of M&A Committee required	Consent of full Board required
Above \$50M	Consent of full Board required	Consent of full Board required