

Compensation Committee Charter

Approved and adopted on April 24, 2023

1.0 Members

The Board of Directors of CoStar Group, Inc. (the “Company”) appoints a Compensation Committee of at least two members, consisting entirely of independent directors, and designates one member as chairperson. For purposes hereof, an “independent” director is a director who meets the NASDAQ Stock Market, Inc. (“NASDAQ”) definition of “independence” for directors and compensation committee members, as determined by the Board of Directors of the Company. Additionally, members of the Compensation Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code.

2.0 Purpose, Duties, and Responsibilities

The purpose of the Compensation Committee is to discharge the responsibilities of the Board relating to compensation of the Company’s executive officers and directors and oversee production of the compensation committee report on executive compensation for inclusion in the Company’s proxy statement. The duties and responsibilities of the Compensation Committee are to:

- i. Oversee the Company’s compensation structure, policies and programs for executive officers, and assess whether the Company’s compensation structure establishes appropriate incentives for executive officers.
- ii. Administer and make recommendations to the Board with respect to the Company’s incentive-compensation and equity-based compensation plans.
- iii. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”), evaluate the CEO’s performance in light of those goals and objectives, and set the CEO’s compensation level based on this evaluation. The CEO may not be present during voting or deliberations on the CEO’s compensation.
- iv. Review and approve corporate goals and objectives relevant to the compensation of the other executive officers of the Company, evaluate these executive officers’ performances in light of those goals and objectives, and set their compensation level based on these evaluations and based upon the recommendations of the CEO.
- v. Approve stock option and other stock incentive awards for executive officers.
- vi. Review and approve the design of other benefit plans pertaining to executive officers.
- vii. Review and recommend employment agreements for executive officers.
- viii. Approve, amend or modify the terms of any compensation or benefit plan that does not require shareholder approval.
- ix. Review the compensation for directors for service on the Board and its committees and recommend changes in compensation to the Board.

- x. Oversee the assessment of the risks related to the Company's compensation policies and programs applicable to officers and employees, and review the results of this assessment.
- xi. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that Securities and Exchange Commission rules require be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement and oversee production of an annual executive compensation report in the Company's annual report and proxy statement.
- xii. At least annually, assess whether the work of compensation consultants, if any, involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.
- xiii. Oversee the Company's engagement efforts with shareholders on the subject of executive compensation.
- xiv. Annually evaluate the performance of the Compensation Committee and the adequacy of the committee's charter and recommend changes to the Board as appropriate.
- xv. Perform such other duties and responsibilities as are consistent with the purpose of the Compensation Committee and as the Board of the committee deems appropriate.

3.0 Powers

To the extent permitted by law and applicable NASDAQ rules, the Compensation Committee (a) shall have and may exercise all of the powers and authority of the Board of Directors in discharging its duties and responsibilities specified above, including the power to establish committees of the Board of Directors (whose membership need not be limited to independent directors, nonemployee directors or outside directors, in each case, as defined above) with the power to authorize the issuance of stock, rights and options to officers and employees of the Company, and (b) shall have the power to delegate any of the duties and responsibilities specified above to a subcommittee of the Compensation Committee.

4.0 Outside Advisors

The Compensation Committee will have the authority, in its sole discretion, to retain or obtain the advice of, and to direct management to retain, such compensation consultants, outside legal counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions. The Compensation Committee will be directly responsible for the appointment, compensation, and oversight of the work of such consultants, outside legal counsel, or other advisors retained by the Compensation Committee, and will assess the independence of such consultants, outside legal counsel or other advisors (whether retained by the Compensation Committee or management), that provide advice to the Compensation Committee in accordance with NASDAQ listing standards. The Company will provide for

appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to such consultants, outside legal counsel, or other advisors retained by the Compensation Committee.

5.0 Meetings

The Compensation Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at least two times per year either in person or telephonically, and at such times and places as the Compensation Committee determines. The majority of the members of the Compensation Committee constitutes a quorum. The Compensation Committee will report regularly to the full Board with respect to its activities.