



**PALANTIR TECHNOLOGIES INC.**  
19505 Biscayne Boulevard, Suite 2350  
Aventura, Florida 33180

April 24, 2026

Dear Fellow Stockholders:

We are pleased to invite you to attend the annual meeting of stockholders of Palantir Technologies Inc., to be held on Wednesday, June 3, 2026 at 10:00 a.m., Eastern time. You will be able to attend the annual meeting virtually by visiting [www.virtualshareholdermeeting.com/PLTR2026](http://www.virtualshareholdermeeting.com/PLTR2026), where you will be able to listen to the meeting and vote online, and you will be able to access the proxy materials and our annual report, and submit questions virtually by visiting [www.proxyvote.com](http://www.proxyvote.com).

The attached formal meeting notice and Proxy Statement contain details of the business to be conducted at the annual meeting.

Whether or not you attend the annual meeting, it is important that your shares be represented and voted at the annual meeting. Therefore, we urge you to vote and submit your proxy promptly via the Internet, telephone, or mail.

On behalf of our Board of Directors, we would like to express our appreciation for your continued support of and interest in Palantir.

Sincerely,

A handwritten signature in black ink, appearing to be "Karp", written in a cursive style.

Alexander Karp  
Chief Executive Officer, Co-Founder and Director

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**PALANTIR TECHNOLOGIES INC.**  
19505 Biscayne Boulevard, Suite 2350  
Aventura, Florida 33180

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

<b>Time and Date</b>	10:00 a.m., Eastern time, on Wednesday, June 3, 2026.
<b>Place</b>	The annual meeting will be conducted virtually via webcast. You will be able to attend the annual meeting virtually by visiting <a href="http://www.virtualshareholdermeeting.com/PLTR2026">www.virtualshareholdermeeting.com/PLTR2026</a> , where you will be able to listen to the meeting and vote online during the meeting.
<b>Items of Business</b>	<ul style="list-style-type: none"><li>• To elect seven directors to hold office until our next annual meeting of stockholders and until their respective successors are elected and qualified.</li><li>• To ratify the appointment of Ernst &amp; Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2026.</li><li>• To approve, on an advisory basis, the named executive officer compensation.</li><li>• To vote on the Stockholder Proposals described in the proxy statement, if properly presented.</li><li>• To transact other business that may properly come before the annual meeting or any adjournments or postponements thereof.</li></ul>
<b>Record Date</b>	April 6, 2026.  Only stockholders of record as of the close of business on April 6, 2026 are entitled to notice of and to vote at the annual meeting.  A list of the stockholders of record entitled to vote at the annual meeting will be available for examination, for any purpose germane to the annual meeting, during ordinary business hours for ten days prior to the annual meeting at our corporate headquarters located at 19505 Biscayne Boulevard, Suite 2350, Aventura, Florida 33180. The stockholder list will also be available online at <a href="http://www.virtualshareholdermeeting.com/PLTR2026">www.virtualshareholdermeeting.com/PLTR2026</a> during the annual meeting.
<b>Availability of Proxy Materials</b>	The Notice of Internet Availability of Proxy Materials containing instructions on how to access our Proxy Statement, notice of annual meeting, form of proxy, and our annual report is first being sent or given on or about April 24, 2026 to all stockholders entitled to vote at the annual meeting.  The proxy materials and our annual report can be accessed as of April 24, 2026 by visiting <a href="http://www.proxyvote.com">www.proxyvote.com</a> . You will also be able to submit questions virtually by visiting <a href="http://www.proxyvote.com">www.proxyvote.com</a> .
<b>Voting</b>	Whether or not you plan to attend the annual meeting, we urge you to submit your proxy or voting instructions via the Internet, telephone, or mail as soon as possible.

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By order of the Board of Directors,

A handwritten signature in black ink, appearing to read 'Karp', with a stylized flourish at the end.

Alexander Karp  
Chief Executive Officer, Co-Founder and Director  
Aventura, Florida  
April 24, 2026

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**PALANTIR TECHNOLOGIES INC.**

**PROXY STATEMENT  
FOR 2026 ANNUAL MEETING OF STOCKHOLDERS  
To be held at 10:00 a.m., Eastern time, on Wednesday, June 3, 2026**

The information provided in the “question and answer” format below is for your convenience only and is merely a summary of the information contained in this Proxy Statement. You should read this entire Proxy Statement carefully.

**QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND OUR ANNUAL MEETING**

**Why am I receiving these materials?**

This Proxy Statement and the form of proxy are furnished in connection with the solicitation of proxies by our Board of Directors for use at the 2026 annual meeting of stockholders of Palantir Technologies Inc., a Delaware corporation, and any postponements, adjournments, or continuations thereof. The annual meeting will be held on Wednesday, June 3, 2026 at 10:00 a.m., Eastern time. The annual meeting will be conducted virtually via webcast. You will be able to attend the annual meeting virtually by visiting [www.virtualshareholdermeeting.com/PLTR2026](http://www.virtualshareholdermeeting.com/PLTR2026), where you will be able to listen to the meeting and vote online during the meeting.

The Notice of Internet Availability of Proxy Materials (“Notice of Internet Availability”) containing instructions on how to access this Proxy Statement, the accompanying notice of annual meeting and form of proxy, and our annual report is first being sent or given on or about April 24, 2026 to all stockholders of record as of the close of business on April 6, 2026. The proxy materials and our annual report can be accessed as of April 24, 2026 by visiting [www.proxyvote.com](http://www.proxyvote.com). You will also be able to submit questions virtually by visiting [www.proxyvote.com](http://www.proxyvote.com). If you receive a Notice of Internet Availability, then you will not receive a printed copy of the proxy materials or our annual report in the mail unless you specifically request these materials. Instructions for requesting a printed copy of the proxy materials and our annual report are set forth in the Notice of Internet Availability.

**What proposals will be voted on at the annual meeting?**

The following proposals will be voted on at the annual meeting:

- the election of seven directors to hold office until our next annual meeting of stockholders and until their respective successors are elected and qualified;
- the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2026;
- the approval, on an advisory basis, of the named executive officer compensation; and
- the vote on the Stockholder Proposals described in this Proxy Statement, if properly presented.

As of the date of this Proxy Statement, our management and Board of Directors were not aware of any other matters to be presented at the annual meeting.

**How does the Board of Directors recommend that I vote on these proposals?**

Our Board of Directors recommends that you vote your shares:

- “FOR” the election of each director nominee named in this Proxy Statement;
  - “FOR” the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2026;
  - “FOR” the named executive officer compensation, on an advisory basis; and
  - “AGAINST” the Stockholder Proposals described in this Proxy Statement.
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### **Who is entitled to vote at the annual meeting?**

You can vote at the annual meeting if you were a holder of our common stock as of the close of business on April 6, 2026, the “record date.” Each share of Class A common stock is entitled to one vote per share as of the record date. Each share of Class B common stock is entitled to ten votes per share as of the record date and is convertible at any time, at the option of the holder thereof, into one share of Class A common stock. Each share of Class F common stock has the number of votes described below. As of the close of business on April 6, 2026, we had 2,397,157,109 shares of common stock outstanding and entitled to vote on any matter, consisting of 2,295,915,766 shares of Class A common stock, 100,236,343 shares of Class B common stock, and 1,005,000 shares of Class F common stock. The holders of the shares of Class A common stock, Class B common stock, and Class F common stock will vote as a single class on all matters described in this Proxy Statement for which your vote is being solicited. Stockholders are not permitted to cumulate votes with respect to the election of directors.

*Stockholders of Record.* If your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., then you are considered the stockholder of record with respect to those shares, and the Notice of Internet Availability was sent directly to you by us. As a stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote on your own behalf at the annual meeting. Throughout this Proxy Statement, we refer to these holders as “stockholders of record.”

*Street Name Stockholders.* If your shares are held in a brokerage account or by a broker, bank, or other nominee, then you are considered the beneficial owner of shares held in street name, and the Notice of Internet Availability was forwarded to you by your broker, bank, or other nominee, which is considered the stockholder of record with respect to those shares. As a beneficial owner, you have the right to direct your broker, bank, or other nominee on how to vote the shares held in your account by following the instructions that your broker, bank, or other nominee sent to you. As a beneficial owner, you are also invited to attend the annual meeting. However, because you are not the stockholder of record, you may not vote these shares at the annual meeting unless you obtain a signed legal proxy from your broker, bank, or other nominee giving you the right to vote the shares. Throughout this Proxy Statement, we refer to these holders as “street name stockholders.”

### **Are there any voting agreements or arrangements among Palantir’s Founders?**

We have three series of common stock, Class A common stock, Class B common stock, and Class F common stock, which have different voting rights as set forth below. All shares of our Class F common stock are held in a voting trust (the “Founder Voting Trust”), established by Stephen Cohen, Alexander Karp, and Peter Thiel (our “Founders”) pursuant to a voting trust agreement (the “Founder Voting Trust Agreement”) with Wilmington Trust, National Association as trustee (the “Trustee”). Our Founders are also currently party to a voting agreement (the “Founder Voting Agreement”) with Wilmington Trust, National Association as the grantee of certain proxies and powers of attorney contemplated therein (the “Grantee”). Pursuant to the terms of the Founder Voting Agreement, our Founders and certain of their affiliates have granted a proxy and power of attorney to the Grantee to vote shares of our Class A common stock and Class B common stock held by our Founders and such affiliates other than certain designated shares (the “Designated Founders’ Excluded Shares” or “DFES”). For a description of the voting rights of our common stock and the voting arrangements of our Founders, please see the section titled “*Board of Directors and Corporate Governance—Voting Structure and Arrangements.*”

### **How many shares are outstanding and entitled to vote as of the record date?**

As of the close of business on the record date, there were:

- 2,295,915,766 shares of Class A common stock outstanding, of which 20,166,475 shares were held by our Founders and their affiliates and subject to the Founder Voting Agreement and 55,137,931 shares were held by Mr. Thiel’s affiliates as DFES;
- 100,236,343 shares of Class B common stock outstanding, of which 91,130,414 shares were held by our Founders and their affiliates and subject to the Founder Voting Agreement and 2,962,961 shares were held by Mr. Thiel’s affiliates as DFES; and
- 1,005,000 shares of Class F common stock outstanding, all of which were held in the Founder Voting Trust.

### **How many votes is each share entitled to for each proposal at the annual meeting?**

Class A common stock is entitled to one vote per share and Class B common stock is entitled to ten votes per share for each proposal.

As of the close of business on the record date, the aggregate voting power of all outstanding shares of Class A common stock and Class B common stock was 3,298,279,196 votes. Of these, the shares of Class A common stock and Class B common stock held by our Founders and their affiliates and subject to the Founder Voting Agreement represented 931,470,615 votes, the Designated Founders' Excluded Shares held by Mr. Thiel's affiliates represented 84,767,541 votes, and the shares of Class A common stock and Class B common stock held by all other stockholders represented 2,282,041,040 votes.

For Proposal 1, the voting power of the Class F common stock shall equal 49.999999% of the voting power of all of the outstanding shares of our capital stock entitled to vote on such proposal (including the Class F common stock), less the voting power of the shares of Class A common stock and Class B common stock subject to the Founder Voting Agreement and the Designated Founders' Excluded Shares (but if such subtraction had resulted in a figure less than zero, then the Class F common stock would have had zero votes). Accordingly, for Proposal 1, shares of Class F common stock, all of which are held in the Founder Voting Trust, will have 1,265,802,792 votes in the aggregate, or approximately 1,259.505 votes per share, representing 27.7% of the voting power for Proposal 1.

For Proposals 2 through 6, the voting power of the Class F common stock shall equal 49.999999% of the voting power of the shares present in person (including virtually) or represented by proxy and entitled to vote on such proposals (including the Class F common stock), less the voting power of the shares of Class A common stock and Class B common stock subject to the Founder Voting Agreement and the Designated Founders' Excluded Shares (but if such subtraction results in a figure less than zero, then the Class F common stock shall have zero votes). Accordingly, shares of Class F common stock, all of which are held in the Founder Voting Trust, will have between zero and 1,265,802,792 votes in the aggregate, or between zero and approximately 1,259.505 votes per share for Proposals 2 through 6. The precise voting power of the Class F common stock with respect to Proposals 2 through 6 will be ascertained at the annual meeting when shares present in person (including virtually) or represented by proxy and entitled to vote on Proposals 2 through 6 will be determined.

For more information on broker non-votes, please see the section titled "*Questions and Answers about the Proxy Materials and our Annual Meeting—What if I do not specify how my shares are to be voted or fail to provide timely directions to my broker, bank, or other nominee?*"

For information regarding shares of our Class A common stock, Class B common stock, and Class F common stock outstanding as of the close of business on the record date, please see the section titled "*Board of Directors and Corporate Governance—Voting Structure and Arrangements.*"

### **What is the quorum requirement for the annual meeting?**

A quorum is the minimum number of shares required to be present or represented at the annual meeting for the meeting to be properly held under our amended and restated bylaws and Delaware law. The presence, in person (including virtually) or by proxy, of a majority of the voting power of the shares of our capital stock issued and outstanding and entitled to vote as of the record date will constitute a quorum to transact business at the annual meeting. Stockholders who log in to the annual meeting using the control number included on their Notice of Internet Availability or proxy card will be considered present in person (including virtually) at the annual meeting. Abstentions, withhold votes and broker non-votes will be counted as present and entitled to vote for purposes of determining a quorum.

### **How do I vote and what are the voting deadlines?**

*Stockholder of Record.* If you are a stockholder of record, you may vote in one of the following ways:

- by Internet at [www.proxyvote.com](http://www.proxyvote.com), 24 hours a day, 7 days a week, until 11:59 p.m. Eastern time, on June 2, 2026 (have your Notice of Internet Availability or proxy card in hand when you visit the website);
- by toll-free telephone at +1-800-690-6903, 24 hours a day, 7 days a week, until 11:59 p.m. Eastern time, on June 2, 2026 (have your Notice of Internet Availability or proxy card in hand when you call);
- by completing, signing, and mailing your proxy card, which must be received prior to the annual meeting; or

- by attending the annual meeting virtually by visiting [www.virtualshareholdermeeting.com/PLTR2026](http://www.virtualshareholdermeeting.com/PLTR2026), where you may vote during the meeting (have your Notice of Internet Availability or proxy card in hand when you visit the website).

*Street Name Stockholders.* If you are a street name stockholder, then you will receive voting instructions from your broker, bank, or other nominee. You must follow the instructions provided by your broker, bank, or other nominee in order to instruct them on how to vote your shares. The availability of Internet and telephone voting options will depend on the voting process of your broker, bank, or other nominee. As discussed above, if you are a street name stockholder, then you may not vote your shares at the annual meeting unless you obtain a legal proxy from your broker, bank, or other nominee.

**What if I do not specify how my shares are to be voted or fail to provide timely directions to my broker, bank, or other nominee?**

*Stockholder of Record.* If you are a stockholder of record and you submit a proxy but you do not provide voting instructions, your shares will be voted:

- “FOR” the election of each director nominee named in this Proxy Statement;
- “FOR” the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2026;
- “FOR” the approval, on an advisory basis, of the named executive officer compensation; and
- “AGAINST” the Stockholder Proposals described in this Proxy Statement.

In addition, if any other matters are properly brought before the annual meeting, the persons named as proxies will be authorized to vote or otherwise act on those matters in accordance with their judgment.

If you are a stockholder of record and you do not submit a proxy or otherwise vote your shares using one of the methods above, then your shares will not be voted.

*Street Name Stockholders.* Brokers, banks, and other nominees holding shares of common stock in street name for customers are generally required to vote such shares in the manner directed by their customers. In the absence of timely directions, your broker, bank, or other nominee will have discretion to vote your shares on our sole routine matter: the proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2026. Because that proposal is routine, we do not expect any broker non-votes regarding it. Your broker, bank, or other nominee will not have discretion to vote on our other proposals, which are considered non-routine matters, absent direction from you. In the event that your broker, bank, or other nominee votes your shares on our sole routine matter but is not able to vote your shares on our non-routine matters, then those shares will be treated as broker non-votes with respect to our non-routine matters. Accordingly, if you own shares through a nominee, such as a broker or bank, please be sure to instruct your nominee how to vote to ensure that your shares are counted on each of the proposals.

**Can I change my vote or revoke my proxy?**

*Stockholder of Record.* If you are a stockholder of record, you can change your vote or revoke your proxy before the annual meeting by:

- entering a new vote by Internet or telephone (subject to the applicable deadlines for each method as set forth above);
- completing and returning a later-dated proxy card, which must be received prior to the annual meeting;
- delivering a written notice of revocation to our corporate secretary at 19505 Biscayne Boulevard, Suite 2350, Aventura, Florida 33180, Attention: Corporate Secretary, which must be received prior to the annual meeting; or
- attending and voting at the annual meeting (although attendance at the annual meeting will not, by itself, revoke a proxy).

*Street Name Stockholders.* If you are a street name stockholder, then your broker, bank, or other nominee can provide you with instructions on how to change or revoke your proxy.

**What do I need to do to attend the annual meeting?**

We will be hosting the annual meeting via webcast only. You will be able to attend the annual meeting virtually, submit your questions in advance of the meeting, and vote your shares electronically during the meeting by visiting [www.virtualshareholdermeeting.com/PLTR2026](http://www.virtualshareholdermeeting.com/PLTR2026). To participate in the annual meeting, you will need the control number included on your Notice of Internet Availability or proxy card. The annual meeting webcast will begin promptly at 10:00 a.m., Eastern time. We encourage you to access the meeting prior to the start time. Online check-in will begin at 9:45 a.m., Eastern time, and you should allow ample time for the check-in procedures.

**How can I get help if I have trouble checking in or listening to the annual meeting online?**

If you encounter difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the virtual meeting log-in page.

**What is the effect of giving a proxy?**

Proxies are solicited by and on behalf of our Board of Directors. David Glazer, our Chief Financial Officer (“CFO”) and Treasurer, and Ryan Taylor, our Chief Revenue Officer and Chief Legal Officer (“CRO and CLO”), and each of them, with full power of substitution and re-substitution, have been designated as proxy holders for the annual meeting by our Board of Directors. When proxies are properly dated, executed, and returned, the shares represented by such proxies will be voted at the annual meeting in accordance with the instructions of the stockholder. If, however, a proxy is dated, executed, and returned, but no specific instructions are given, the shares will be voted in accordance with the recommendations of our Board of Directors on the proposals as described above. If any other matters are properly brought before the annual meeting, then the proxy holders will use their own judgment to determine how to vote shares with respect to which they hold a proxy. If you have granted a proxy and the annual meeting is postponed or adjourned, then the proxy holders can vote your shares on the new meeting date, unless you have properly revoked your proxy, as described above.

**How can I contact Palantir’s transfer agent?**

You may contact our transfer agent, Computershare Trust Company, N.A., by telephone at +1-781-575-3105, or by writing Computershare Trust Company, N.A., at 150 Royall Street, Suite 101, Canton, Massachusetts 02021. You may also access instructions with respect to certain stockholder matters (e.g., change of address) via the Internet at [www.computershare.com/investor](http://www.computershare.com/investor).

**How are proxies solicited for the annual meeting and who is paying for such solicitation?**

Our Board of Directors is soliciting proxies for use at the annual meeting by means of the proxy materials. We will bear the entire cost of proxy solicitation, including the preparation, assembly, printing, mailing, and distribution of the proxy materials. Copies of solicitation materials will also be made available upon request to brokers, banks, and other nominees to forward to the beneficial owners of the shares held of record by such brokers, banks, or other nominees. The original solicitation of proxies may be supplemented by solicitation by telephone, electronic communications, or other means by our directors, officers, or employees. No additional compensation will be paid to these individuals for any such services, although we may reimburse such individuals for their reasonable out-of-pocket expenses in connection with such solicitation.

**Where can I find the voting results of the annual meeting?**

We anticipate announcing preliminary voting results at the annual meeting. We will also disclose voting results on a Current Report on Form 8-K (a “Form 8-K”) that we will file with the U.S. Securities and Exchange Commission (the “SEC”) within four business days after the meeting. If final voting results are not available to us in time to timely file a Form 8-K, we will file a Form 8-K to publish preliminary results and will provide the final results in an amendment to the Form 8-K as soon as they become available.

**Why did I receive a Notice of Internet Availability instead of a full set of proxy materials?**

In accordance with the rules of the SEC, we have elected to furnish our proxy materials, including this Proxy Statement and our annual report, primarily via the Internet. As a result, we are mailing to our stockholders a Notice of Internet Availability instead of a paper copy of the proxy materials. The Notice of Internet Availability contains instructions on how

to access our proxy materials on the Internet, how to vote on the proposals, how to request printed copies of the proxy materials and our annual report, and how to request to receive all future proxy materials in printed form by mail or electronically by e-mail. We encourage stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce our costs and the environmental impact of our annual meetings.

**What does it mean if I receive more than one Notice of Internet Availability or more than one set of printed proxy materials?**

If you receive more than one Notice of Internet Availability or more than one set of printed proxy materials, then your shares may be registered in more than one name and/or are registered in different accounts. Please follow the voting instructions on each Notice of Internet Availability or each set of printed proxy materials, as applicable, to ensure that all of your shares are voted.

**I share an address with another stockholder, and we received only one paper copy of the Notice of Internet Availability or Proxy Statement and annual report. How may I obtain an additional copy of the Notice of Internet Availability or Proxy Statement and annual report?**

We have adopted a procedure approved by the SEC called “householding,” under which we can deliver a single copy of the Notice of Internet Availability and, if applicable, the Proxy Statement and annual report, to multiple stockholders who share the same address unless we receive contrary instructions from one or more stockholders. This procedure reduces our printing and mailing costs. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, we will deliver promptly a separate copy of the Notice of Internet Availability and, if applicable, the Proxy Statement and annual report, to any stockholder at a shared address to which we delivered a single copy of these documents. To receive a separate copy, or, if you are receiving multiple copies, to request that we only send a single copy of next year’s Notice of Internet Availability or Proxy Statement and annual report, as applicable, you may contact us as follows:

Palantir Technologies Inc.  
Attention: Investor Relations  
19505 Biscayne Boulevard, Suite 2350  
Aventura, Florida 33180  
(720) 358-3679

Street name stockholders may contact their broker, bank, or other nominee to request information about householding.

## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Proxy Statement contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements are all statements (and their underlying assumptions) included in this Proxy Statement that refer, directly or indirectly, to future events or outcomes and, as such, are inherently not factual, but rather reflect only our current projections for the future. Consequently, forward-looking statements usually include words such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “can,” “would,” “intend,” “target,” “goal,” “outlook,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential,” “future,” or “continue” or the negative of these words or similar words, in each case, intended to refer to future events or circumstances. Our future results may differ materially from our past results and from those projected in the forward-looking statements due to various uncertainties and risks, including, but not limited to, those included under the captions “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, as filed with the SEC on February 17, 2026 (the “Form 10-K”). Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof and are based upon information available to us at this time. These statements are not guarantees of future performance. We disclaim any obligation to update information in any forward-looking statement. Actual results could vary from our forward-looking statements due to the factors described in the Form 10-K, as well as other important factors.

## BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

### Composition of our Board of Directors

Our Board of Directors currently consists of seven directors, four of whom are independent under the listing rules of The Nasdaq Stock Market LLC (“Nasdaq”). At each annual meeting of stockholders, directors will be elected for a one-year term and until their successors are duly elected and qualified, until such time as all Class F common stock has been converted to Class B common stock (the “Class F Conversion”). After the Class F Conversion, the directors shall be divided into three classes as nearly equal in size as is practicable, designated Class I, Class II, and Class III, each serving staggered three-year terms.

The following table sets forth the names, ages, and certain other information for each of our directors and director nominees as of April 6, 2026:

Name	Age	Position(s)	Director Since
<b>Directors</b>			
Alexander Karp	58	Co-Founder, Chief Executive Officer, and Director	2003
Stephen Cohen	43	Co-Founder, President, Secretary, and Director	2005
Peter Thiel	58	Co-Founder and Chairman	2003
Alexander Moore <sup>(1)(2)</sup>	43	Director	2020
Alexandra Schiff <sup>(2)</sup>	45	Director	2020
Lauren Friedman Stat <sup>(1)</sup>	42	Director	2021
Eric Woerschling <sup>(1)</sup>	42	Director	2022

(1) Member of Audit Committee

(2) Member of Compensation, Nominating & Governance Committee

### Nominees for Director

*Alexander Karp.* Mr. Karp is one of our co-founders and has served in various positions with us since co-founding Palantir. He has served as our Chief Executive Officer (“CEO”) since 2005, and has served as a member of our Board of Directors since 2003.

Mr. Karp has been selected to serve on our Board of Directors because of the perspective and experience he brings as our CEO and as one of our co-founders.

*Stephen Cohen.* Mr. Cohen is one of our co-founders and has served in various positions with us since co-founding Palantir, most recently as our President and Secretary, and as a member of our Board of Directors since 2005. Mr. Cohen holds a B.S. in Computer Science from Stanford University.

Mr. Cohen has been selected to serve on our Board of Directors because of the perspective and experience he brings as an officer and as one of our co-founders.

*Peter Thiel.* Mr. Thiel is one of our co-founders and has served as the Chairman of our Board of Directors since 2003. He has served as president of Thiel Capital, an investment firm, since 2011 and as a partner of Founders Fund, a venture capital firm, since 2005. In 1998, Mr. Thiel co-founded PayPal, Inc., an online payment company, where he served as Chief Executive Officer, President, and Chairman of its Board of Directors from 2000 until its acquisition by eBay in 2002. Mr. Thiel previously served on the board of directors of Meta Platforms, Inc., a technology company, from 2005 to 2022 and on the board of directors of AbCellera Biologics Inc., a biotechnology company, from 2020 to 2024. Mr. Thiel holds a B.A. in Philosophy from Stanford University and a J.D. from Stanford Law School.

Mr. Thiel has been selected to serve on our Board of Directors due to his leadership and experience as an entrepreneur and venture capitalist and as one of our co-founders.

*Alexander Moore.* Mr. Moore has served as a member of our Board of Directors since July 2020. Mr. Moore initially joined us in February 2005 as one of the founding employees and served as our director of operations until March 2010. In February 2013, Mr. Moore co-founded NodePrime, a cloud automation company, where he served as Chief Operating Officer until its acquisition by Ericsson in April 2016. In May 2017, he joined 8VC, a venture capital fund, where he currently serves as partner. Mr. Moore holds a B.A. in Economics from Stanford University.

Mr. Moore has been selected to serve on our Board of Directors due to the perspective and experience he brings as an entrepreneur and venture capitalist and as one of our founding employees.

*Alexandra Schiff.* Ms. Schiff has served as a member of our Board of Directors since July 2020. Ms. Schiff worked as a reporter for The Wall Street Journal from June 2004 to March 2005 and April 2013 to June 2020. From 2006 to 2009, she served as a staff writer and then contributing editor at Condé Nast Portfolio, a magazine that was formerly part of Condé Nast, a global media company. She has written for publications including The New York Times, Vanity Fair, and Bloomberg Businessweek. She is currently working on her second book for Simon & Schuster. Ms. Schiff holds a B.A. in English from Duke University.

Ms. Schiff has been selected to serve on our Board of Directors due to her business acumen and the unique perspectives she brings as a journalist.

*Lauren Friedman Stat.* Ms. Stat has served as a member of our Board of Directors since January 2021. Ms. Stat brings a wide range of business and leadership experience, with over two decades of experience in healthcare and technology. Ms. Stat was a senior advisor to Fortune 100 companies during her 15 years of experience at Accenture, from October 2005 to January 2021.

Ms. Stat has served as an advisor, through her consulting firm, and on the board of directors of, health and software technology companies, as well as a non-profit healthcare organization. Ms. Stat served as Fractional Chief Administration Officer at Friendly Force, a satellite communications technology company, from December 2021 to December 2022, and an advisor until December 2024. She also served as an Executive in Residence for Notley, a social impact community and venture organization, from June 2021 to June 2022. Ms. Stat has served as Managing Member and Chief Executive Officer of Figa Jewelry, a 3D printed jewelry company, since July 2022. She holds a B.S. in Science, Technology, and Society with a dual concentration in Math and Chemistry from Stanford University.

Ms. Stat has been selected to serve on our Board of Directors due to her wide range of business and leadership experience, including leadership of sales pursuits, management of global operations, and responsibility for the growth and profitability of a segment of business.

*Eric Woerschling.* Mr. Woerschling has served as a member of our Board of Directors since June 2022. Mr. Woerschling currently serves as co-founder and Managing Partner of Massive Tech Ventures, an investment firm, and as a private consultant for early stage software companies, where he focuses on corporate strategy, FP&A, analytics, operations and executive recruiting. From 2020 to 2022, Mr. Woerschling served as the Vice President of Revenue Operations at EasyPost, where he was responsible for analytics, operations and corporate strategy, and Senior Advisor to the CEO, where he focused on corporate development, M&A and fundraising. From 2017 to 2019, Mr. Woerschling was a general partner at Initialized Capital, a venture capital firm, where he served on the board of directors of several private technology companies. Mr. Woerschling has served on the board of directors of Blend Labs, Inc., a platform for digital origination, since June 2024. He holds both a B.S. and M.S. in Electrical Engineering from Stanford University and is a Chartered Financial Analyst.

Mr. Woerschling has been selected to serve on our Board of Directors due to his financial expertise and his experience as a venture capitalist, his experience as a director of private technology companies, and his operational experience at multiple technology companies.

## **Director Independence**

Our Class A common stock is listed on Nasdaq. As a company listed on Nasdaq, we are required under Nasdaq listing rules to maintain a board consisting of a majority of independent directors as determined affirmatively by our Board of Directors. Under Nasdaq listing rules, a director will only qualify as an independent director if that listed company's board of directors affirmatively determines that the director does not have a relationship which, in the opinion of the board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In

addition, Nasdaq listing rules require that, subject to specified exceptions, each member of our Audit and Compensation, Nominating & Governance Committees be independent.

Audit Committee members must also satisfy the additional independence criteria set forth in Rule 10A-3 under the Exchange Act and Nasdaq listing rules applicable to Audit Committee members. Compensation, Nominating & Governance Committee members must also satisfy the additional independence criteria set forth in Rule 10C-1 under the Exchange Act and Nasdaq listing rules applicable to members of compensation committees.

Our Board of Directors has undertaken a review of the independence of our directors. Based on information provided by each director concerning his or her background, employment, and affiliations, our Board of Directors has determined that each of Messrs. Moore and Woerschling and Ms. Schiff and Stat do not have any relationships which, in the opinion of our Board of Directors, would interfere with their exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is “independent” as that term is defined under Nasdaq listing rules.

In making these determinations, our Board of Directors considered the current and prior relationships that each non-employee director has with Palantir and all other facts and circumstances that our Board of Directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director, and the transactions involving them described in the section titled “*Certain Relationships and Related Party Transactions.*”

There are no family relationships among any of our directors or executive officers.

### **Leadership Structure of our Board of Directors**

Our corporate governance framework provides our Board of Directors flexibility to determine the appropriate leadership structure for Palantir, and whether the roles of chairperson and CEO should be separated or combined. In making this determination, our Board of Directors considers many factors, including the needs of the business, our Board of Directors’ assessment of its leadership needs from time to time, and the best interests of our stockholders. If the role of chairperson is filled by a director who does not qualify as an independent director, then our corporate governance guidelines provide that one of our independent directors may serve as our lead independent director.

Our Board of Directors believes that it is currently appropriate to separate the roles of chairperson and CEO. The CEO is responsible for day-to-day leadership, while our chairperson ensures that our Board of Directors’ time and attention is focused on providing oversight of management and matters critical to Palantir. Our Board of Directors believes that Mr. Thiel’s deep knowledge of Palantir and Palantir’s industry, as well as strong leadership and governance experience, enable Mr. Thiel to lead our Board of Directors effectively.

### **Role of Board of Directors in Risk Oversight Process**

Risk is inherent with every business, and we face a number of risks, including strategic, financial, business and operational, legal and compliance, and reputational. We have designed and implemented processes to manage risk in our operations. Management is responsible for the day-to-day management of risks we face, while our Board of Directors, as a whole and assisted by its committees, has responsibility for the oversight of risk management. Our Board of Directors reviews strategic and operational risks, including cybersecurity risks, in the context of discussions, question and answer sessions, periodic briefings provided by the management team regarding certain risks and activities, and reports from the management team at each regular Board of Directors meeting, receives reports on all significant committee activities at each regular Board of Directors meeting, and evaluates the risks inherent in significant transactions. Our Board of Directors and its committees also regularly consult with outside advisors, including our independent auditors, legal counsel and our compensation consultant regarding market risk trends and potential operational risks.

In addition, our Board of Directors has tasked designated standing committees with oversight of certain categories of risk management. Our Audit Committee assists our Board of Directors in fulfilling its oversight responsibilities with respect to risk management in the areas of internal control over financial reporting and disclosure controls and procedures, legal and regulatory compliance, and also, among other things, discusses with management and the independent auditor guidelines and policies with respect to risk assessment and risk management. Our Compensation, Nominating & Governance Committee assesses risks relating to our executive compensation plans and arrangements, our corporate governance practices, and the composition of our Board of Directors.

Our Board of Directors believes its current leadership structure supports the risk oversight function of the Board of Directors.

### **Committees of our Board of Directors**

Our Board of Directors has established the following standing committees: Audit Committee and Compensation, Nominating & Governance Committee. The composition and responsibilities of each of the committees of our Board of Directors is described below.

#### ***Audit Committee***

The current members of our Audit Committee are Messrs. Moore and Woerschling and Ms. Stat. Mr. Woerschling is the chairperson of our Audit Committee. Our Board of Directors has determined that each member of our Audit Committee meets the requirements for independence of Audit Committee members under the rules and regulations of the SEC and Nasdaq listing rules, and also meets the financial literacy requirements of Nasdaq listing rules. Our Board of Directors has determined that Mr. Woerschling is an Audit Committee financial expert within the meaning of Item 407(d) of Regulation S-K. Our Audit Committee is responsible for, among other things:

- selecting the independent registered public accounting firm to audit our financial statements;
- supervising and evaluating the performance of our independent registered public accounting firm;
- ensuring the independence of the independent registered public accounting firm;
- discussing the scope and results of the audit with the independent registered public accounting firm, and reviewing, with management and that firm, our interim and year-end operating results;
- developing procedures to enable submission of anonymous concerns about accounting or auditing matters;
- considering the adequacy of our internal accounting controls and audit procedures;
- reviewing related party transactions;
- reviewing our program for promoting and monitoring compliance with applicable legal and regulatory requirements;
- overseeing our major risk exposures and the steps management has taken to monitor and control such exposures, and assisting our Board of Directors in overseeing the risk management of Palantir;
- pre-approving all audit and non-audit services to be performed by the independent registered public accounting firm; and
- overseeing our internal audit function.

Our Audit Committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the Nasdaq listing rules. A copy of the charter of our Audit Committee is available on our website at <https://investors.palantir.com/governance/governance-documents>. During 2025, our Audit Committee held four meetings.

#### ***Compensation, Nominating & Governance Committee***

The current members of our Compensation, Nominating & Governance Committee are Mr. Moore and Ms. Schiff. Our Board of Directors has determined that each member of our Compensation, Nominating & Governance Committee meets the requirements for independence for Compensation, Nominating & Governance Committee members under the rules and regulations of the SEC and Nasdaq listing rules. Each member of the Compensation, Nominating & Governance Committee is also a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Exchange Act. Our Compensation, Nominating & Governance Committee is responsible for, among other things:

- evaluating the performance of our executive officers;
- evaluating, recommending, approving, and reviewing executive officer compensation arrangements, plans, policies, and programs maintained by us;
- administering our cash-based and equity-based compensation plans;
- considering and making recommendations regarding non-employee director compensation;

- considering and making recommendations to our Board of Directors regarding its remaining responsibilities relating to executive compensation;
- reviewing with management our major compensation-related risk exposures and the steps management has taken or should consider to monitor or mitigate such exposures;
- reviewing and developing policies regarding the desired knowledge, experience, skills, diversity, and other characteristics of members of our Board of Directors and its committees, as well as our director nomination and committee appointment processes;
- identifying, evaluating, and recommending potential candidates for nomination to and membership on our Board of Directors and certain of its committees;
- monitoring succession planning for certain of our key executives;
- developing and recommending corporate governance guidelines and policies;
- reviewing, assessing, and considering our major corporate governance-related risk exposures, monitoring compliance with our corporate governance guidelines, and recommending any proposed amendments to the Board of Directors;
- reviewing, adopting, amending, terminating, and administering our clawback policies, if and as our Compensation, Nominating & Governance Committee determines to be necessary or appropriate, or as required by applicable law;
- reviewing and assessing compliance with the code of conduct, and reviewing and granting proposed waivers of the code of conduct for executive officers; and
- advising our Board of Directors on corporate governance matters and Board of Directors performance matters, including recommendations regarding the size, structure, and composition of our Board of Directors and committees thereof.

Our Compensation, Nominating & Governance Committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and Nasdaq listing rules. A copy of the charter of our Compensation, Nominating & Governance Committee is available on our website at <https://investors.palantir.com/governance/governance-documents>. During 2025, our Compensation, Nominating & Governance Committee held seven meetings.

#### **Attendance at Board and Stockholder Meetings**

During our fiscal year ended December 31, 2025, our Board of Directors held five meetings, and each incumbent director attended at least 75% of the aggregate of (1) the total number of meetings of our Board of Directors held during the period for which he or she has been a director and (2) the total number of meetings held by all committees on which he or she served during the periods that he or she served.

Although we do not have a formal policy regarding attendance by members of our Board of Directors at the annual meetings of stockholders, we strongly encourage, but do not require, directors to attend. Five of our directors who then served on the Board of Directors virtually attended the 2025 annual meeting of our stockholders.

#### **Executive Sessions of Non-Employee Directors**

To encourage and enhance communication among non-employee directors, our corporate governance guidelines provide that the non-employee directors will meet in executive sessions without management directors or management present on a periodic basis but no less than twice a year. Such executive sessions will be led by independent directors, as determined by the independent directors during the session. In addition, if any of our non-employee directors are not independent directors, then our independent directors will also meet in executive session on a periodic basis but not less than twice a year as required under applicable Nasdaq rules.

#### **Compensation, Nominating & Governance Committee Interlocks and Insider Participation**

During 2025, the members of our Compensation, Nominating & Governance Committee were Mr. Moore and Ms. Schiff. None of the members of our Compensation, Nominating & Governance Committee currently serves, or in the past year has served, as an officer or employee of Palantir. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee (or other board committee performing equivalent

functions or, in the absence of any such committee, the entire board of directors) of any entity (other than our subsidiaries) that has one or more of its executive officers serving on our Board of Directors.

### **Considerations in Evaluating Director Nominees**

The Compensation, Nominating & Governance Committee uses a variety of methods for identifying and evaluating potential director nominees. The Compensation, Nominating & Governance Committee requires certain minimum qualifications to be satisfied by any nominee for a position on our Board of Directors, including but not limited to the highest personal and professional ethics and integrity and proven achievement and competence in the nominee's field and the ability to exercise sound business judgment. In its evaluation of director candidates, including the current directors eligible for re-election, our Compensation, Nominating & Governance Committee will consider the current size and composition of our Board of Directors and the needs of our Board of Directors and the respective committees of our Board of Directors and other director qualifications. In addition, the Compensation, Nominating & Governance Committee considers the following qualifications in assessing director nominees including, without limitation, issues of character, integrity, judgment, corporate experience, diversity of experience, background, independence, area of expertise, length of service, potential conflicts of interest, other commitments and the like, including as required by applicable laws, rules, and regulations.

If our Compensation, Nominating & Governance Committee determines that an additional or replacement director is required, then the committee may take such measures as it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the Compensation, Nominating & Governance Committee, Board of Directors, or management.

After completing its review and evaluation of director candidates, our Compensation, Nominating & Governance Committee recommends to our full Board of Directors the director nominees for selection. Our Compensation, Nominating & Governance Committee has discretion to decide which individuals to recommend for nomination as directors and our Board of Directors has the final authority in determining the selection of director candidates for nomination to our Board of Directors.

### **Stockholder Recommendations and Nominations to our Board of Directors**

Our Compensation, Nominating & Governance Committee will consider recommendations and nominations for candidates to our Board of Directors from stockholders holding at least one percent of our fully diluted capitalization continuously for at least twelve months prior to the date of the submission of the recommendation in the same manner as candidates recommended to the committee from other sources, so long as such recommendations and nominations comply with our amended and restated certificate of incorporation, amended and restated bylaws, all applicable company policies, and all applicable laws, rules, and regulations, including those promulgated by the SEC. Our Compensation, Nominating & Governance Committee will evaluate such recommendations in accordance with its charter, our bylaws and corporate governance guidelines, and the director nominee criteria described above.

A stockholder that wants to recommend a candidate for election to our Board of Directors should direct the recommendation in writing by letter to Palantir Technologies Inc., attention of the Chief Revenue Officer and Chief Legal Officer, at 19505 Biscayne Boulevard, Suite 2350, Aventura, Florida 33180. The recommendation must include the candidate's name, home and business contact information, detailed biographical data, relevant qualifications, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between the candidate and us, and evidence of the recommending stockholder's ownership of our capital stock. Such recommendation must also include a statement from the recommending stockholder in support of the candidate, particularly within the context of the criteria for Board of Directors membership.

Under our amended and restated bylaws, stockholders may also directly nominate persons for our Board of Directors. Any nomination must comply with the requirements set forth in our amended and restated bylaws and the rules and regulations of the SEC and should be sent in writing to our corporate secretary at the address above. To be timely for our 2027 annual meeting of stockholders, nominations must be received by our corporate secretary observing the deadlines discussed below under "*Other Matters—Stockholder Proposals or Director Nominations for 2027 Annual Meeting.*"

### **Communications with our Board of Directors**

Stockholders and other interested parties wishing to communicate directly with our directors may do so by writing and sending the correspondence to our CRO and CLO or Legal Department by mail to our corporate headquarters at Palantir Technologies Inc., 19505 Biscayne Boulevard, Suite 2350, Aventura, Florida 33180.

Each communication should set forth (i) the name and address of the stockholder, as it appears on our books, and if our common stock is held by a nominee, the name and address of the beneficial owner of our common stock, or, if such party is not a stockholder, the name and address and other relevant contact information of such party, and (ii) if applicable, the number of shares of our common stock that are owned of record by the record holder and beneficially by the beneficial owner.

Our CRO and CLO or Legal Department, in consultation with appropriate directors as necessary, shall review all incoming communications submitted in accordance with this policy (except for mass mailings, product complaints or inquiries, job inquiries, business solicitations, and patently offensive or otherwise inappropriate material), and, if appropriate, will route such communications to the appropriate director(s) or, if none is specified, to the Chairman of the Board of Directors or the Lead Independent Director if there is not an independent Chairman of the Board of Directors and our Board of Directors has appointed a Lead Independent Director.

Our CRO and CLO or Legal Department may decide in the exercise of his, her, or its judgment whether a response to any communication is necessary and shall provide a report to the Compensation, Nominating & Governance Committee of any stockholder communications received to which the CRO and CLO or Legal Department has responded.

These policies and procedures do not apply to communications to non-management directors from our officers or directors who are stockholders or stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act.

### **Corporate Governance Guidelines and Code of Conduct**

Our Board of Directors has adopted corporate governance guidelines. These guidelines address, among other items, the qualifications and responsibilities of our directors and director candidates, the structure and composition of our Board of Directors, and corporate governance policies and standards applicable to us in general. In addition, our Board of Directors has adopted a code of conduct that applies to all of our officers, directors, employees, contractors, and consultants, including our CEO, CFO, and other executive and senior financial officers. The full text of our corporate governance guidelines and our code of conduct is posted on the investor relations page on our website at <https://investors.palantir.com/governance/governance-documents>. We intend to disclose any amendments to our code of conduct, or waivers of its requirements, on our website or in filings under the Exchange Act.

### **Director Compensation**

Pursuant to our Outside Director Compensation Policy, in effect during fiscal year 2025, each non-employee director (or “outside director”) other than Mr. Thiel (each, a “Non-Founder Outside Director”) receives compensation for his or her service consisting of cash retainers and equity awards. Mr. Thiel does not receive compensation or benefits under the Outside Director Compensation Policy, other than potential reimbursement of expenses as described below. Our Board of Directors may amend, alter, suspend, or terminate the Outside Director Compensation Policy at any time and for any reason, provided that no such amendment, alteration, suspension, or termination will materially impair the rights of an outside director with respect to compensation that already has been paid or awarded, unless otherwise mutually agreed in writing between the outside director and us. The Outside Director Compensation Policy will be administered by our Board of Directors or a designated committee of our Board of Directors.

### **Cash Compensation**

Pursuant to our Outside Director Compensation Policy, all Non-Founder Outside Directors serving as directors during our fiscal year ended December 31, 2025 (Messrs. Moore and Woerschling, and Mses. Schiff and Stat) were paid cash compensation as set forth below.

	<u>2025 Annual Retainer (\$)</u>
<b>Board of Directors:</b>	
All non-employee members	40,000
<b>Audit Committee:</b>	
Additional retainer for Chairperson	25,000
Additional retainer for Non-Chairperson members	12,500
<b>Compensation, Nominating &amp; Governance Committee:</b>	
Additional retainer for Committee members	12,500

For clarity, each Non-Founder Outside Director who serves as the chairperson of a committee receives only the additional annual fee for services as the chair of the committee and not the additional annual fee for services as a member of the committee while serving as such chair.

Each annual cash retainer and additional annual fee will be paid quarterly in arrears on a prorated basis to each outside director who has served in the relevant capacity at any point during the immediately preceding fiscal quarter. Mr. Thiel does not receive any cash compensation under the Outside Director Compensation Policy.

### **Equity Compensation**

Non-Founder Outside Directors are eligible to receive all types of awards other than incentive stock options under our 2020 Equity Incentive Plan (“2020 Plan”). Mr. Thiel does not receive any equity compensation under the Outside Director Compensation Policy and has not otherwise received any awards under the 2020 Plan to date. Pursuant to our Outside Director Compensation Policy, nondiscretionary, automatic grants of equity awards are made to our Non-Founder Outside Directors as follows:

- *Initial Award.* Each person who first becomes a Non-Founder Outside Director (either by election or appointment) will be granted an equity award on the first trading day on or after such individual first becomes a Non-Founder Outside Director consisting of restricted stock units (“RSUs”) with a value of \$400,000, with any resulting fractional shares rounded down to the nearest whole share. If an individual was a member of our Board of Directors and also an employee, becoming a Non-Founder Outside Director due to termination of employment will not entitle the Non-Founder Outside Director to an initial award. Each such initial award will be scheduled to vest as follows: one-third of the shares subject to the initial award will be scheduled to vest on each of the one, two, and three year anniversaries of the date the individual first became a Non-Founder Outside Director, in each case subject to the Non-Founder Outside Director continuing to be a service provider through the applicable vesting date.
- *Annual Award.* Each Non-Founder Outside Director will be granted an award of RSUs on the first trading day immediately following each annual meeting of our stockholders with a value of \$300,000, with any resulting fractional shares rounded down to the nearest whole share; provided that, if the date on which an individual first became a Non-Founder Outside Director occurred after the preceding annual meeting, this value of such Non-Founder Outside Director’s annual award will be prorated. Each annual award will be scheduled to vest on the earlier of (i) the one-year anniversary of the annual award’s grant date, or (ii) the day immediately before the date of the next annual meeting following the annual award’s grant date, in each case, subject to the Non-Founder Outside Director continuing to be a service provider through the applicable vesting date.

The “value” for the awards of RSUs described above means the grant date fair value determined in accordance with U.S. generally accepted accounting principles, or such other methodology as our Board of Directors or a designated committee of our Board of Directors may determine prior to the grant of the applicable award.

Pursuant to our Outside Director Compensation Policy, each Non-Founder Outside Director award is treated in accordance with our 2020 Plan, which provides that in the event of a change in control, all restrictions on any outside director’s

outstanding awards will lapse, and all performance goals or other vesting requirements for his or her performance awards will be deemed achieved at 100% of target levels, and all other terms and conditions met.

Non-Founder Outside Directors also may be eligible to receive other compensation and benefits, as may be determined by our Board of Directors or a designated committee of our Board of Directors from time to time. In addition, each outside director, including Mr. Thiel, is entitled to be reimbursed for their reasonable, customary, and properly documented, out-of-pocket expenses in connection with service on our Board of Directors or any committee of our Board of Directors.

Pursuant to our Outside Director Compensation Policy, no Non-Founder Outside Director may be granted awards with values, and be provided any other compensation (including without limitation any cash retainers or fees) with amounts that, in any fiscal year, in the aggregate, exceed \$750,000, provided that such amount is increased to \$1,500,000 in the fiscal year in which the individual first becomes a Non-Founder Outside Director. Any awards or other compensation provided to an individual (a) for his or her services as an employee, or for his or her services as a consultant other than as a Non-Founder Outside Director, or (b) prior to the effective date of the Outside Director Compensation Policy, will be excluded for purposes of the foregoing limits.

The following table sets forth information regarding compensation earned by or paid to our outside directors during our fiscal year ended December 31, 2025:

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) <sup>(1)</sup>	Total (\$)
Peter Thiel <sup>(2)</sup>	—	—	—
Alexander Moore <sup>(3)</sup>	65,000	299,887	364,887
Alexandra Schiff <sup>(3)</sup>	52,500	299,887	352,387
Lauren Friedman Stat <sup>(3)</sup>	52,500	299,887	352,387
Eric Woerschling <sup>(3)</sup>	65,000	299,887	364,887

(1) Amounts represent the grant date fair value of such RSU awards, calculated in accordance with the provisions of Accounting Standards Codification (“ASC”) Topic 718. The assumptions that we used to calculate these amounts are discussed in the notes to our consolidated financial statements, which are included in the Form 10-K. As described in the notes to the Form 10-K, we determine the grant-date fair value of the RSUs as the closing market price of the Class A common stock underlying the RSUs at the grant date. These amounts do not necessarily correspond to the actual value recognized or that may be recognized by the directors.

(2) As of December 31, 2025, Mr. Thiel held no outstanding awards.

(3) As of December 31, 2025, each of the indicated directors held 2,348 outstanding RSUs. Each of their 2025 RSU awards consisted of the grant of their annual award in accordance with the Outside Director Compensation Policy.

## Voting Structure and Arrangements

### Multi-Class Common Stock

We have three series of common stock, Class A common stock, Class B common stock, and Class F common stock, which have different voting rights. Shares of Class A common stock have one vote per share. Shares of Class B common stock have ten votes per share. Subject to the Ownership Threshold (as defined below), shares of Class F common stock will generally have a number of votes per share that would cause the total votes of all shares of Class F common stock, together with other shares of Class A common stock and Class B common stock held by our Founders and their affiliates that are subject to the Founder Voting Agreement or are Designated Founders’ Excluded Shares, to equal 49.999999% of the voting power with respect to a matter. If the Ownership Threshold is not met, the shares of Class F common stock will have ten votes per share. In certain cases, however, even if the Ownership Threshold is met, if the voting power of shares of Class A common stock and Class B common stock held by the Founders or their affiliates that are subject to the Founder Voting Agreement or are Designated Founders’ Excluded Shares collectively equals greater than 49.999999% of the voting power with respect to a matter, then the Class F common stock will have zero votes with respect to such matter.

### Founder Voting Trust

All shares of our Class F common stock are held in the Founder Voting Trust. So long as our Founders who are then party to the Founder Voting Agreement and certain of their affiliates collectively meet the Ownership Threshold on the

applicable record date, then the Class F common stock, when taken together with all other shares subject to the Founder Voting Agreement and any Designated Founders' Excluded Shares (as defined in our amended and restated certificate of incorporation and as described further below), will give our Founders the ability to control up to 49.999999% of the total voting power of our capital stock. The ownership threshold (defined in our amended and restated certificate of incorporation as the "Ownership Threshold") is 100 million "Corporation Equity Securities," as defined in our amended and restated certificate of incorporation, and is subject to reduction if a Founder withdraws from the Founder Voting Agreement. As of the record date for the annual meeting, the Ownership Threshold was satisfied.

Our amended and restated certificate of incorporation requires that, with respect to each matter that is submitted to a vote of our stockholders at the annual meeting, each of our Founders who is then party to the Founder Voting Agreement will, no later than three business days prior to the date of the annual meeting (the "Instruction Date"), deliver to our Secretary, the Trustee and each other Founder who is then party to the Founder Voting Agreement an instruction identifying how such Founder desires votes corresponding to the Class F common stock to be cast (which can include a vote of "withhold" or "abstain" that may not constitute a "vote" under the applicable voting standard required to approve the matter or elect the director nominee). All three Founders are currently party to the Founder Voting Agreement. Accordingly, to the extent that at least two Founder instructions contain the same instruction as to how the Class F common stock should be cast in respect of a matter, the shares of Class F common stock held in the Founder Voting Trust will be voted, as a whole, by the Trustee in the manner contained in such matching instructions with respect to such matter. Conversely, if no two voting instructions are the same with respect to a matter, the shares of Class F common stock held in the Founder Voting Trust will be voted, as a whole, in the following manner by the Trustee with respect to such matter: (i) in the case of a vote on a director nominee, as "withhold," (ii) in the case of the ratification of the appointment of our independent registered public accounting firm, as "abstain," (iii) in the case of the approval, on an advisory basis, of the named executive officer compensation as "abstain," and (iv) in the case of the vote on the Stockholder Proposals, as "abstain." The Trustee will not exercise any voting discretion over the shares of Class F common stock held in the Founder Voting Trust.

### ***Founder Voting Agreement***

Our Founders are currently party to the Founder Voting Agreement. Under the terms of the Founder Voting Agreement, the shares subject to the Founder Voting Agreement will be voted with respect to a matter in the same manner in which the Trustee votes the shares of Class F common stock with respect to such matter. Pursuant to the terms of the Founder Voting Agreement, each Founder granted, and Mr. Thiel caused certain of his affiliates to grant, a proxy and power of attorney to the Grantee to vote, or to deliver or not deliver consents, as applicable, with respect to:

- (1) any Corporation Equity Securities entitled to vote on a matter submitted to a vote of our stockholders (other than shares of Class F common stock) that are held or owned, directly or indirectly, by such Founder or such affiliate, if applicable, and for which such Founder or such affiliate either has (a) sole voting power or (b) shared voting power and the power and authority to grant, or to cause to be granted, a proxy and power of attorney with respect to such Corporation Equity Securities; and
- (2) any other shares of our capital stock entitled to vote on a matter submitted to a vote of our stockholders (other than shares of Class F common stock) as volunteered by such Founder or such affiliate.

For each matter subject to a vote at the annual meeting, the Founder Voting Trust Agreement provides that the Trustee will notify the Grantee of how the Trustee will vote the shares of Class F common stock held in the Founder Voting Trust. Pursuant to the Founder Voting Agreement, the Grantee will vote all shares of our capital stock entitled to vote on such matter for which the Grantee has been granted a proxy and power of attorney in accordance with the Founder Voting Agreement and will take all necessary and appropriate action in order to ensure that all such shares are voted, as a whole, in the same manner as the shares of Class F common stock will be voted by the Trustee, as notified to the Grantee by the Trustee. If the Grantee has not received a vote notification from the Trustee, the Grantee will not vote any shares of our capital stock over which it has been granted a proxy and power of attorney under the Founder Voting Agreement.

Under our amended and restated certificate of incorporation, a Founder may designate as Designated Founders' Excluded Shares a number of shares that would otherwise be required to be subject to the Founder Voting Agreement. A Founder's Designated Founders' Excluded Shares may be voted (or not voted) by the Founder or certain applicable affiliates of such Founder in his or their discretion, which may include a manner different than the voting power exercised in accordance with the decision of a majority of our Founders who are then party to the Founder Voting Agreement. Such Designated Founders' Excluded Shares also reduce the total voting power of the Class F common stock. Mr. Thiel has designated a portion of the shares of Class A common stock and Class B common stock beneficially owned by him and his affiliates as

Designated Founders' Excluded Shares. Accordingly, Mr. Thiel or his affiliates may vote or not vote such Designated Founders' Excluded Shares in their discretion.

***Information About Our Capital Stock***

The following chart provides information regarding shares of our Class A common stock, Class B common stock, and Class F common stock outstanding as of the close of business on the record date and related information about the number of votes with respect to Proposals 1 through 6.

<b>Number of Shares of Class A Common Stock and Class B Common Stock</b>	2,295,915,766 shares of Class A common stock 100,236,343 shares of Class B common stock
<b>Number of Votes Per Share of Class A Common Stock and Class B Common Stock</b>	One vote per share of Class A common stock Ten votes per share of Class B common stock
<b>Number of Aggregate Votes of Class A Common Stock and Class B Common Stock</b>	3,298,279,196 votes
<b>Number of Shares Subject to the Founder Voting Agreement</b>	20,166,475 shares of Class A common stock 91,130,414 shares of Class B common stock
<b>Number of Aggregate Votes of Class A Common Stock and Class B Common Stock Subject to the Founder Voting Agreement</b>	931,470,615 votes
<b>Number of DFES</b>	55,137,931 shares of Class A common stock 2,962,961 shares of Class B common stock
<b>Number of Aggregate Votes of the DFES</b>	84,767,541 votes
<b>Number of Shares Subject to the Founder Voting Agreement plus DFES (collectively, "Founder Shares")</b>	75,304,406 shares of Class A common stock 94,093,375 shares of Class B common stock
<b>Number of Aggregate Votes of the Founder Shares</b>	1,016,238,156 votes
<b>Number of Shares Other than Founder Shares and Class F Shares ("Other Stockholder Shares")</b>	2,220,611,360 shares of Class A common stock 6,142,968 shares of Class B common stock
<b>Number of Aggregate Votes of the Other Stockholder Shares</b>	2,282,041,040 votes
<b>Number of Aggregate Votes of the Class F Shares</b>	With respect to Proposal 1: 1,265,802,792 votes With respect to Proposals 2-6: Between 0 and 1,265,802,792 votes
<b>Number of Shares of Class F Common Stock</b>	1,005,000 shares
<b>Number of Votes Per Share of the Class F Common Stock</b>	With respect to Proposal 1: Approximately 1,259.505 votes per share With respect to Proposals 2-6: Between 0 and approximately 1,259.505 votes per share

**PROPOSAL NO. 1**

**ELECTION OF DIRECTORS**

Our Board of Directors currently consists of seven directors. At the annual meeting, seven directors will be elected for a one-year term and until their respective successors are duly elected and qualified or until their earlier death, resignation, or removal.

**Nominees**

Our Compensation, Nominating & Governance Committee has recommended, and our Board of Directors has approved, each of Messrs. Karp, Woerschling, Moore, Thiel, and Cohen and Meses. Schiff and Stat as nominees for election as directors at the annual meeting. If elected, each of Messrs. Karp, Woerschling, Moore, Thiel, and Cohen and Meses. Schiff and Stat will serve as a director until the next annual meeting and his or her respective successor is elected and qualified or until his or her earlier death, resignation, or removal. For more information concerning the nominees, please see the section titled “*Board of Directors and Corporate Governance—Nominees for Director.*”

Each of Messrs. Karp, Woerschling, Moore, Thiel, and Cohen and Meses. Schiff and Stat has agreed to serve as directors if elected, and management has no reason to believe that they will be unavailable to serve. In the event a nominee is unable or declines to serve as a director at the time of the annual meeting, proxies will be voted for any nominee designated by the present Board of Directors to fill the vacancy.

**Vote Required**

Each director is elected by a plurality of the voting power of the shares present in person (including virtually) or represented by proxy at the meeting and entitled to vote on the election of directors. Because the outcome of this proposal will be determined by a plurality vote, any shares not voted FOR a particular nominee, whether as a result of choosing to WITHHOLD authority to vote or a broker non-vote, will have no effect on the outcome of the election.

**Board of Directors Recommendation**

**OUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF EACH OF THE DIRECTOR NOMINEES NAMED ABOVE.**

**PROPOSAL NO. 2****RATIFICATION OF APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Our Audit Committee has appointed Ernst & Young LLP as our independent registered public accounting firm to audit our consolidated financial statements for our fiscal year ending December 31, 2026. Ernst & Young LLP served as our independent registered public accounting firm for the fiscal year ended December 31, 2025.

At the annual meeting, we are asking our stockholders to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2026. Our Audit Committee is submitting the appointment of Ernst & Young LLP to our stockholders because we value our stockholders' views on our independent registered public accounting firm and as a matter of good corporate governance. Notwithstanding the appointment of Ernst & Young LLP, and even if our stockholders ratify the appointment, our Audit Committee, in its discretion, may appoint another independent registered public accounting firm at any time during our fiscal year if our Audit Committee believes that such a change would be in the best interests of Palantir and our stockholders. If our stockholders do not ratify the appointment of Ernst & Young LLP, then our Audit Committee may reconsider the appointment. One or more representatives of Ernst & Young LLP are expected to be present at the annual meeting, and they will have an opportunity to make a statement and are expected to be available to respond to appropriate questions from our stockholders.

**Fees Paid to the Independent Registered Public Accounting Firm**

The following table presents fees for professional audit services and other services rendered to us by Ernst & Young LLP for our fiscal years ended December 31, 2025 and December 31, 2024.

	2025 (\$)	2024 (\$)
Audit Fees <sup>(1)</sup>	6,611,090	6,714,229
Audit-Related Fees	—	—
Tax Fees <sup>(2)</sup>	—	29,870
All Other Fees <sup>(3)</sup>	33,210	5,200
Total Fees	<u>6,644,300</u>	<u>6,749,299</u>

- (1) "Audit Fees" consist of fees billed for professional services rendered in connection with the audit of our consolidated financial statements, reviews of our quarterly condensed consolidated financial statements, services in connection with the audit of our internal controls over financial reporting for compliance with Section 404 of the Sarbanes-Oxley Act of 2002, and related accounting consultations and services that are normally provided by the independent registered public accountants in connection with statutory and regulatory filings or engagements for those fiscal years. For 2024, audit fees included fees in connection with the filing of an S-3ASR Registration Statement.
- (2) "Tax Fees" consist of fees for professional services for tax compliance, tax advice, and tax planning. These services include consultation on tax matters.
- (3) "All Other Fees" consist of fees billed for products and services provided by the independent registered public accountants other than those disclosed above, which relate to subscription fees paid for access to online accounting research software applications.

**Auditor Independence**

In 2025, there were no other professional services provided by Ernst & Young LLP, other than those listed above, that would have required our Audit Committee to consider their compatibility with maintaining the independence of Ernst & Young LLP.

**Audit Committee Policy on Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm**

Our Audit Committee has established a policy governing our use of the services of our independent registered public accounting firm. Under this policy, our Audit Committee shall (i) review and approve, in advance, the scope and plans for the audit and the audit fees and (ii) generally approve in advance, in compliance with SEC rules and regulations, all non-audit and tax services to be performed by our independent registered public accounting firm in order to ensure that the provision of such services does not impair such accounting firm's independence. Our Audit Committee has pre-approved all services performed by Ernst & Young LLP since the pre-approval policy was adopted.

**Vote Required**

The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2026 requires the affirmative vote of a majority of the voting power of the shares present in person (including virtually) or represented by proxy at the annual meeting and entitled to vote thereon. Abstentions will have the same effect as a vote AGAINST this proposal.

**Board of Directors Recommendation**

**OUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2026.**

**PROPOSAL NO. 3**

**ADVISORY VOTE TO APPROVE  
NAMED EXECUTIVE OFFICER COMPENSATION**

At our Annual Meeting of Stockholders in 2021, our Board of Directors recommended and our stockholders approved holding an advisory vote on the compensation of our named executive officers every three years. Our last advisory vote on this matter occurred during our Annual Meeting of Stockholders on June 6, 2023. Accordingly, pursuant to Section 14A of the Exchange Act, we are asking our stockholders to approve, on an advisory or non-binding basis, the compensation of our named executive officers as described in this Proxy Statement. This proposal, commonly referred to as the “say-on-pay” proposal, gives our stockholders the opportunity to express their views on our named executive officers’ compensation as a whole. This vote is not intended to address any specific item of compensation or any specific named executive officer, but rather the overall compensation of all of our named executive officers and the philosophy, policies and practices described in this Proxy Statement.

The say-on-pay vote is advisory, and therefore is not binding on us, our Compensation, Nominating & Governance Committee or our Board of Directors.

You are encouraged to review the section titled “*Executive Compensation*” and, in particular, the section titled “*Executive Compensation—Compensation Discussion and Analysis*” in this Proxy Statement.

We are asking our stockholders to approve the compensation of our named executive officers as described in this Proxy Statement by voting for the following non-binding resolution:

“RESOLVED, that the stockholders approve, on an advisory basis, the compensation of the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the compensation discussion and analysis, the compensation tables and the related disclosures included in this proxy statement.”

**Vote Required**

The approval, on an advisory basis, of the named executive officer compensation as set forth in the above resolution requires the affirmative vote of a majority of the voting power of the shares present in person (including virtually) or represented by proxy at the annual meeting and entitled to vote thereon. Abstentions will have the same effect as a vote AGAINST this proposal. Broker non-votes will have no effect on the outcome of this proposal.

As an advisory vote, the result of this proposal is non-binding.

**Board of Directors Recommendation**

**OUR BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE APPROVAL, ON AN ADVISORY BASIS, OF THE NAMED EXECUTIVE OFFICER COMPENSATION, AS DISCLOSED IN THIS PROXY STATEMENT.**

## STOCKHOLDER PROPOSALS

We have been advised by The Presbyterian Church, (U.S.A.), as lead filer, that it intends to present the following stockholder proposal at the Annual Meeting. We are not responsible for the accuracy or content of the proposal and supporting statement, presented below, as received from the co-proponents. Information contained on or accessible through any website links included in the proposal and supporting statement is not incorporated in, and does not constitute a part of, this Proxy Statement. Upon receiving an oral or written request, we will promptly provide the names of any co-filers, the proponents' addresses and, to the Company's knowledge, stockholdings of the proponents of the stockholder proposal. You may request this information i) via mail at 19505 Biscayne Boulevard, Suite 2350, Aventura, Florida 33180, Attention: Investor Relations or ii) via phone at (720) 358-3679. The stockholder proposal will be voted on at the meeting only if properly presented by or on behalf of the stockholder proponent. Our Board of Directors' reasons for opposing this proposal are also presented following Proposal No. 5.

### PROPOSAL NO. 4

#### INDEPENDENT REPORT ON DUE DILIGENCE PROCESS

RESOLVED: Shareholders request that the Board of Directors commission an independent third-party report, at reasonable expense and excluding proprietary information, on the due diligence process Palantir Technologies Inc (Palantir) uses to determine if customers' use of its defense-related products, technologies, and services contributes to human rights harms or violations of international humanitarian law (IHL) in conflict-affected and high-risk areas (CAHRA).

#### SUPPORTING STATEMENT:

Shareholders seek information, at board and management discretion, through a report that:

- Discusses how risks associated with customer use of its products and services for defense-related purposes in CAHRA are assessed, mitigated, reported upon, and remedied; and
- Assesses if additional policies, practices, and governance measures are needed to mitigate risks.

WHEREAS: Global conflict is at its highest level since World War II. In 2024, there was a 25 percent increase in violent events compared to 2023.<sup>1</sup> A record number of civilians are being harmed by advanced and conventional weapons systems, with civilian deaths in conflict surging 40 percent<sup>2</sup> and 123 million people forcibly displaced in 2024.<sup>3</sup>

The private sector is increasingly identifying CAHRA as a salient and material risk. A survey of 1,200 CEOs indicated 97 percent of respondents had altered investment plans due to geopolitical volatility.<sup>4</sup> Another study found that 84 percent of the world's 26 largest investors identified "geopolitical confrontation" as a top three systemic risk.<sup>5</sup>

Palantir's Human Rights Policy (HRP) states the company has "been committed to defending human rights since (its) founding in 2003," including alignment with the UN Guiding Principles on Business and Human Rights and the OECD Guidelines for Multinational Enterprises.<sup>6</sup>

However, Palantir provides software and services to state militaries and agencies with documented records of violating human rights and IHL violations. In 2019, Palantir took over Google's contract for Project Maven - an AI-driven system that uses machine learning to identify enemy assets by analyzing intelligence data from surveillance sources.<sup>7</sup> Project

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<sup>1</sup> <https://acleddata.com/series/acled-conflict-index>

<sup>2</sup> <https://www.ohchr.org/en/press-releases/2025/06/un-data-shows-surge-civilian-deaths-conflict-globally-highlights-pervasive>

<sup>3</sup> <https://www.unhcr.org/us/global-trends>

<sup>4</sup> [https://assets.ey.com/content/dam/ey-sites/ey-com/en\\_us/topics/ceo/ey-ceo-outlook-pulse-survey-january-2023-global-report.pdf](https://assets.ey.com/content/dam/ey-sites/ey-com/en_us/topics/ceo/ey-ceo-outlook-pulse-survey-january-2023-global-report.pdf)

<sup>5</sup> <https://www.thinkingaheadinstitute.org/news/article/worlds-largest-investors-increasingly-concerned-on-systemic-risks/>

<sup>6</sup> [https://www.palantir.com/assets/xrfr7uokpv1b/29IHCTisO8v2pofVMrxtnX/7e91f4f393074f69ae047d01eababce/Palantir\\_Human\\_Rights\\_Policy.pdf](https://www.palantir.com/assets/xrfr7uokpv1b/29IHCTisO8v2pofVMrxtnX/7e91f4f393074f69ae047d01eababce/Palantir_Human_Rights_Policy.pdf)

<sup>7</sup> <https://www.businessinsider.com/palantir-took-over-from-google-on-project-maven-2019-12>

Maven has been deployed across the Middle East and Africa, and U.S. drone strikes in these countries have been linked to violations of IHL.<sup>8,9</sup>

Palantir also provides AI-driven predictive policing systems to Israeli military and security forces for the surveillance of Palestinians in the occupied West Bank.<sup>10</sup> This exposes the company to allegations of knowingly enabling and profiting from Israel's war and occupation, characterized by systematic human rights abuses and IHL violations.<sup>11</sup>

Palantir has been identified as the third-largest contractor for U.S. Immigration and Customs Enforcement (ICE)<sup>12</sup>, providing custom-built platforms to aggregate data from public and private sources.<sup>13</sup> These tools are linked to controversial ICE practices, including family separation, deportations, and surveillance of immigrant and citizen communities.<sup>14</sup>

The requested report will offer investors insight into how the company manages risks associated with violations of its HRP, UNGPs, OECD Guidelines, and international law, while providing Palantir with an opportunity to better align with its peers and mitigate material risks.

### **Vote Required**

Approval of this proposal requires the affirmative vote of a majority of the voting power of the shares present in person (including virtually) or represented by proxy at the annual meeting and entitled to vote thereon. Abstentions will have the same effect as a vote AGAINST this proposal. Broker non-votes will have no effect on this proposal.

### **Board of Directors Recommendation**

**OUR BOARD OF DIRECTORS RECOMMENDS A VOTE “AGAINST” PROPOSAL NO. 4.** Our Board of Directors' reasons for opposing the proposal are presented following Proposal No. 5.

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<sup>8</sup> <https://www.theguardian.com/news/2019/nov/18/killer-drones-how-many-uav-predator-reaper>

<sup>9</sup> <https://www.cfc.forces.gc.ca/259/290/22/305/Harris.pdf>

<sup>10</sup> <https://www.reuters.com/technology/thiels-palantir-dumped-by-norwegian-investor-over-work-israel-2024-10-25/>

<sup>11</sup> <https://www.ohchr.org/sites/default/files/documents/hrbodies/hrcouncil/sessions-regular/session60/advance-version/a-hrc-60-crp-3.pdf>

<sup>12</sup> [https://americandragnet.org/sites/default/files/American\\_Dragnet\\_report\\_English\\_final.pdf](https://americandragnet.org/sites/default/files/American_Dragnet_report_English_final.pdf)

<sup>13</sup> [https://mijente.net/wp-content/uploads/2019/08/Mijente-The-War-Against-Immigrants\\_-Trumps-Tech-Tools-Powered-by-Palantir\\_.pdf](https://mijente.net/wp-content/uploads/2019/08/Mijente-The-War-Against-Immigrants_-Trumps-Tech-Tools-Powered-by-Palantir_.pdf)

<sup>14</sup> <https://www.hrw.org/news/2024/12/16/us-lasting-harm-family-separation-border>; <https://www.hrw.org/blog-feed/the-deported>;

<https://www.americanimmigrationcouncil.org/blog/ice-immigrationos-palantir-ai-track-immigrants/>

We have been advised by the Sisters of St. Joseph of Peace, as lead filer, that it intends to present the following stockholder proposal at the Annual Meeting. We are not responsible for the accuracy or content of the proposal and supporting statement, presented below, as received from the co-proponents. Information contained on or accessible through any website links included in the proposal and supporting statement is not incorporated in, and does not constitute a part of, this Proxy Statement. Upon receiving an oral or written request, we will promptly provide the names of any co-filers, the proponents' addresses and, to the Company's knowledge, stockholdings of the proponents of the stockholder proposal. You may request this information i) via mail at 19505 Biscayne Boulevard, Suite 2350, Aventura, Florida 33180, Attention: Investor Relations or ii) via phone at (720) 358-3679. The stockholder proposal will be voted on at the meeting only if properly presented by or on behalf of the stockholder proponent. Our Board of Directors' reasons for opposing this proposal as well as Proposal No. 4 are also presented below.

## PROPOSAL NO. 5

### HUMAN RIGHTS IMPACT ASSESSMENT

**Resolved:** Shareholders request the Board of Directors publish a report, at reasonable cost and omitting proprietary information, with the results of a Human Rights Impact Assessment (HRIA), examining actual and potential human rights impacts associated with the use of Palantir's products and services.

**Whereas:** The UN Guiding Principles on Business and Human Rights (UNGPs) expects companies to take all reasonable steps to ensure their products and services are not used to violate human rights. The UNGPs specify businesses should conduct ongoing human rights due diligence, of which HRIAs are a key tool,<sup>1</sup> to "identify, prevent, mitigate and account for ... adverse human rights impacts from their activities or as a result of their business relationships."<sup>2</sup>

Palantir's Human Rights policy states it is aligned with the UNGPs,<sup>3</sup> but it does not disclose whether it conducts HRIAs, without which stakeholders cannot be assured Palantir's products and services are not violating human rights. Recent allegations of Palantir's technologies being used to violate human rights suggest the Company is not meeting its human rights responsibilities.

Palantir's technology has been utilized by the US, other governments, and corporations to analyze massive amounts of personal data, enabling individuals to be tracked on numerous datapoints and authorities to monitor people with unprecedented precision. The following examples highlight human rights concerns:

- Immigration and Customs Enforcement (ICE) and other US agencies use Palantir's artificial intelligence (AI) to combine social media activity with other private data to track and target migrants for detention and deportation, and to revoke people's immigration status.<sup>4</sup> Palantir's ImmigrationOS uses "personal data that DOGE has siphoned from federal agencies,"<sup>5</sup> violating its responsibility to protect human rights of refugees, asylum-seekers, and migrants.<sup>6</sup>
- The Department of Health and Human Services, several of its agencies,<sup>7</sup> and the Centers for Disease Control and Prevention use Palantir software, raising concerns about privacy, states' willingness to report disease data, and health data being used to locate undocumented individuals.<sup>8</sup>

<sup>1</sup> [https://www.humanrights.dk/files/media/document/A%20HRIA%20of%20Digital%20Activities%20-%20Introduction\\_ENG\\_accessible.pdf](https://www.humanrights.dk/files/media/document/A%20HRIA%20of%20Digital%20Activities%20-%20Introduction_ENG_accessible.pdf)

<sup>2</sup> [https://www.ohchr.org/sites/default/files/Documents/Publications/GuidingPrinciplesBusinessHR\\_EN.pdf](https://www.ohchr.org/sites/default/files/Documents/Publications/GuidingPrinciplesBusinessHR_EN.pdf)

<sup>3</sup> [https://www.palantir.com/assets/xrfr7uokpv1b/29IHC7isO8v2pofVMrxtnX/7e91f4f393074f69ae047d01eababce/Palantir\\_Human\\_Rights\\_Policy.pdf](https://www.palantir.com/assets/xrfr7uokpv1b/29IHC7isO8v2pofVMrxtnX/7e91f4f393074f69ae047d01eababce/Palantir_Human_Rights_Policy.pdf)

<sup>4</sup> [https://www.washingtonpost.com/technology/2025/12/03/palantir-immigration-ice/;](https://www.washingtonpost.com/technology/2025/12/03/palantir-immigration-ice/)

<sup>5</sup> <https://www.npr.org/2025/05/01/nx-s1-5372776/palantir-tech-contracts-trump>

<sup>6</sup> [https://static1.squarespace.com/static/62c3198c117dd661bd99eb3a/t/682f27817f8ce231daa5c949/1747920769727/FINAL\\_TRUMP+2.0+DHS+FIRST+100+DAYS+BRIEF-compressed.pdf](https://static1.squarespace.com/static/62c3198c117dd661bd99eb3a/t/682f27817f8ce231daa5c949/1747920769727/FINAL_TRUMP+2.0+DHS+FIRST+100+DAYS+BRIEF-compressed.pdf)

<sup>7</sup> <https://www.aclu.org/news/privacy-technology/surveillance-human-rights>

<sup>8</sup> <https://www.hhs.gov/about/agencies/hhs-agencies-and-offices/index.html>

<sup>8</sup> <https://www.nytimes.com/2025/06/06/health/cdc-data-privacy-palantir.html>

<https://www.nytimes.com/interactive/2020/10/21/magazine/palantir-alex-karp.html>

- Despite criticism and lawsuits that Palantir's predictive policing programs violate presumption of innocence, non-discrimination, and privacy,<sup>9</sup> it is still in use.<sup>10</sup> In England, Palantir established a “real-time data-sharing network” that includes the personal details of victims, children and witnesses” as well as “union membership, sexual orientation and race.”<sup>11</sup>
- Palantir was recently solicited to merge data on Americans from multiple agencies into a centralized system,<sup>12</sup> creating a de facto surveillance infrastructure with significant profiling, security, legal, and data integrity risks.<sup>13</sup>

Insufficient human rights due diligence exposes Palantir to material legal, financial, and reputational risks, and HRIAs can help mitigate such risks. Guidance from the Danish Institute for Human Rights explains how HRIAs can help companies fulfill their human rights responsibilities, especially in contexts where people “face severe risks and impacts in connection to businesses’ digital projects, products or services.”<sup>14</sup>

#### **Vote Required**

Approval of this proposal requires the affirmative vote of a majority of the voting power of the shares present in person (including virtually) or represented by proxy at the annual meeting and entitled to vote thereon. Abstentions will have the same effect as a vote AGAINST this proposal. Broker non-votes will have no effect on this proposal.

#### **Board of Directors Recommendation**

#### **OUR BOARD OF DIRECTORS RECOMMENDS A VOTE “AGAINST” PROPOSAL NO. 5.**

Our Board of Directors’ reasons for opposing the proposal are presented below.

#### **Our Board of Directors’ Statement in Opposition to Proposal No. 4 and Proposal No. 5**

Our Board of Directors recommends a vote **AGAINST** the shareholder proposals for the following reasons:

- **These proposals are predicated on misunderstandings and inaccuracies about Palantir’s work as well as the complicated global conflicts they highlight.**

Despite Palantir’s extensive website content, blog posts, videos, testimonials from customers, and other publicly available content about our work and products, recurring mischaracterizations and inaccuracies persist and are exacerbated by deficient and inadequate third party reporting. We have published several blog posts on our website in an attempt to clarify common misconceptions, the most pervasive of which is that Palantir is a data company or a surveillance company. We are not. We do not sell personal data of any kind. We do not provide data-mining as a service. Unlike many technology companies, our business model is not based on monetizing personal data. Palantir is a software company. We develop and license software platforms that enable our customers to integrate and analyze their own data to make better decisions. Our customers are the legal owners of their data. Privacy and data security are fundamental features to Palantir software and have been built into the software’s architecture from the start.

We have also published direct responses to certain misleading news reports and other public statements. For example, we published blog posts to combat misreporting and inaccuracies in articles by news organizations such as The New York Times, a letter from certain members of the U.S. Congress, and reports by the UN Special Rapporteur and Amnesty International. In each instance, our intent was to provide increased transparency into Palantir’s work with government agencies and in conflict zones, and provide deeper explanations of the capabilities of our platforms and products.

<sup>9</sup> <https://www.techpolicy.press/politicians-move-to-limit-predictive-policing-after-years-of-controversial-failures/>  
[https://www.bundesverfassungsgericht.de/SharedDocs/Entscheidungen/EN/2023/02/rs20230216\\_1bvr154719en.html](https://www.bundesverfassungsgericht.de/SharedDocs/Entscheidungen/EN/2023/02/rs20230216_1bvr154719en.html)  
<https://freiheitsrechte.org/en/themen/digitale-grundrechte/palantir-bayern>

<sup>10</sup> <https://file.lacounty.gov/SDSInter/bos/supdocs/185799.pdf>; <https://www.vice.com/en/article/300-californian-cities-secretly-have-access-to-palantir/>;  
<https://journals.law.harvard.edu/crcl/minority-report-why-we-should-question-predictive-policing/>; <https://www.dw.com/en/german-police-expands-use-of-palantir-surveillance-software/a-73497117>

<sup>11</sup> <https://libertyinvestigates.org.uk/articles/uk-police-working-with-controversial-tech-giant-palantir-on-real-time-surveillance-network/>

<sup>12</sup> <https://www.nytimes.com/2025/05/30/technology/trump-palantir-data-americans.html>

<sup>13</sup> <https://www.npr.org/2025/06/29/nx-s1-5409608/citizenship-trump-privacy-voting-database>

<sup>14</sup> [https://www.humanrights.dk/files/media/document/A%20HRIA%20of%20Digital%20Activities%20-%20Introduction\\_ENG\\_accessible.pdf](https://www.humanrights.dk/files/media/document/A%20HRIA%20of%20Digital%20Activities%20-%20Introduction_ENG_accessible.pdf)

However, these proposals cite many resources that continue to repeat falsehoods and misconceptions that we have already publicly refuted. For example:

- Palantir does not currently sell, market or offer “predictive policing tools” for our law enforcement customers. Palantir software is used by some law enforcement agencies in a limited set of jurisdictions so that they can perform their operational and investigative work more efficiently and in accordance with existing guidelines and procedures.
- Palantir rejects the false dichotomy presented by many tech companies that working with the military opposes human rights. To refuse to work with the U.S. military would be a failure to recognize the military’s role in defending democratic institutions and rules-based order. This order, while imperfect, has been foundational to the protection of human rights worldwide, and we assert that by engaging with the defense sector, we are positioned to help promote and support ethically defensible outcomes. This nuanced reality of defense partnership is seen, for example, in Ukraine, where Palantir has proudly been supporting not only defense against the Russian invasion, but also the rebuilding of essential infrastructure, demining, and even the documentation of Russian war crimes.
- Palantir is not building a master database, nor is Palantir a vendor on any master database project to unify databases across federal agencies. Palantir has not proposed the U.S. Government build a “master list” for the surveillance of citizens. Palantir has worked with Immigration and Customs Enforcement (ICE) since the Obama administration, notably in supporting investigations into transnational criminal organizations engaged in major criminal activity with a nexus to the border, such as human smuggling and drug trafficking. Our most recent contract with ICE, which began negotiation under the Biden administration, reflects a continued commitment by Palantir to support the U.S. government in its most central missions. The use of our software is intended to help enable more rigorous data quality and access to relevant information about non-citizens in order to help minimize risks of errant immigration enforcement actions.
- Our work in Israel predates the October 7th terror attack and is in line with our global support of U.S. allies and liberal democracies. There have been recurring claims asserting that Palantir is responsible for developing, in whole or in part, automated targeting systems allegedly used by the Israel Defense Forces in Gaza. These statements are not true. These capabilities are independent of and/or pre-date Palantir’s partnership with the Israel Ministry of Defense. We have no relationship to these programs and their use.

We are concerned that the politicization of critical digital infrastructure or work to modernize how the government operates will only limit civil servants from doing their jobs effectively, and ultimately limit the federal or national government from being responsive to the people it serves. Palantir has worked with the U.S. government for multiple administrations, across the political aisle, and on the same or very similar projects referenced by these proposals. Further, as noted above, Palantir prides itself on seeking out the most critical problems to work through, many of which are subject to intense debate, are far from resolved, and may be subject to continued action and review. Palantir is proud to provide software that can enable Western liberal democracy and its strategic allies to more efficiently, effectively, and ethically work to resolve such issues. We also believe that these governments, and not technology companies, are charged with managing the decisions, judgments and ultimate consequences associated with the resolution of these complex critical problems.

- **Palantir’s founding mission has been to support Western liberal democracy and its strategic allies while building in features that support our customers’ efforts to preserve fundamental principles of privacy and civil liberties.**

Palantir was founded to support critical national security missions. We think the U.S. military needs access to the best technology America has to offer. For over two decades and across multiple administrations, Palantir has been helping the U.S. government provide essential services and fulfill the lawful, congressionally authorized mandates of a multitude of agencies spanning several departments. Our work with the U.S. government is a founding and enduring cornerstone of our company. Our software is also used far more widely, such as helping the UN World Food Programme deliver life-saving assistance and supporting the resettlement of refugees.

Palantir software is built to help ensure that our customers are able to access, analyze and action the data they own so that the relevant subject matter experts at our customers’ organizations can make important decisions day to day. Internally, we employ a team of dedicated engineers, lawyers, philosophers, and social scientists as part of our Privacy and Civil Liberties Engineering (PCL) team to help ensure that our company remains a leader in the field when it comes to privacy practices and software development.

- **Palantir has developed a robust compliance function and due diligence process, which we continue to refine as our business expands.**

As discussed in our Human Rights Policy, we recognize the nuance involved in certain areas in which we work, where core human rights tenets such as security and privacy have the potential to conflict with each other. We also believe that when our customers address critical problems, in particular those which are data-dependent, there will naturally be concern over the appropriate use of data to achieve position outcomes.

As such, human rights due diligence is viewed as an important part of our company structure and a key goal of the PCL team's mission. Palantir does not only work with government agencies and large corporations, but also engages in workstreams which promote the positive role that our software can play in protecting vulnerable populations and in promoting the functioning of legitimate institutions around the world. For example, Palantir's software has been used to help predict when a large utility company should conduct preventive maintenance on distribution transformers and to help streamline bed assignment and discharge management within hospitals to reduce wait times.

As previously noted, Palantir incorporates privacy and security as building blocks of our products. We also proactively evaluate our customers before engagement to help defend against misuse of Palantir products and platforms, and help ensure compatibility with our mission and values. Palantir has historically refused to work with certain international government agencies, for example in China, because of concerns about human rights violations. Palantir also actively considers the factors named in the UN Guiding Principles on Business and Human Rights (UNGPs), and the potential for these factors to arise, in our customer relationships.

Our due diligence process incorporates many internal groups to capture the potential for a variety of risks. Such internal groups may include Legal, Compliance, PCL, Cyber and Physical Security, and Finance. Though we continue to evaluate risk over the course of our customers' lifecycle with us, our customers are the owners of their data and so our ability to monitor and/or dictate outcomes from the use of our platforms and products are limited by ethical and legal constraints.

- **The proposed independent third-party report on our due diligence process would not provide additional material information to our shareholders beyond what we have already made public.**

As described above, Palantir prides itself on the transparent content we provide to demonstrate the capabilities of our platforms and products, and uses by our customers, as well as our business operations. However, as consistently noted in the Risk Factors contained in our quarterly and annual filings with the Securities and Exchange Commission, due to the sensitive nature of our work and our confidentiality obligations, including, in some cases, work which is subject to classification, we may be unable to or limited in our ability to provide transparency into certain workstreams, and investors may have less insight into such workstreams as a result.

Further, any independent third-party assessor would be unable to evaluate these workstreams without requiring Palantir to violate contractual and legal obligations. Each customer's data and work is their own, we cannot and do not share it with third parties. These restrictions are in line with the "legitimate requirements of commercial confidentiality," as recognized by the UNGPs. As discussed above, Palantir already implements policies and practices around human rights due diligence, and an independent third-party report would not be able to provide any additional meaningful insight into Palantir's due diligence processes and would not provide additional materially useful information for our shareholders. Therefore, we recommend that shareholders vote AGAINST the proposal.

- **The proposed Human Rights Impact Assessment (HRIA) would be necessarily limited in significant ways by Palantir's legal obligations and therefore would not provide materially useful information to our shareholders.**

We are committed to providing transparency where possible into our platforms and products, while also ensuring that we are abiding by our legal, regulatory and other obligations. During the multi-year development and implementation process for our human rights policy, we engaged in extensive research with a multitude of stakeholders to assess our responsibilities under the UN Guiding Principles on Business and Human Rights (UNGPs). However, due to the nature of our work and our customers, in many circumstances, we will legally be unable to conduct a HRIA on a specific body of work, such as our work with ICE. We have binding confidentiality requirements that would prohibit getting into the level of requested detail necessary for a HRIA. Further, our customers, especially those in the public domain, dictate our ability to describe our work. In the U.S. government space, much of our work is also governed by classification laws, meaning that not only is the work confidential, but there are also civil and criminal punitive liabilities for divulging information

around it. This is an example of a specific potential due diligence process under the UNGPs that does not align with Palantir's ability to provide information on customer use of our products. However, as noted above, these restrictions are actually aligned with legitimate requirements the UNGPs recognize. These restrictions also do not mean that Palantir neglects its responsibilities to assess and address fundamental rights impact considerations via our products and their use. We take the measures conveyed in the policies and practices described above, and in the direct conversations we engage in with our shareholders.

For these reasons, a HRIA would require the Company to incur considerable cost without providing additional materially useful information to our shareholders, and could have significant negative impacts on our relationships with our customers.

Therefore, we recommend shareholders vote AGAINST the proposal.

We have been advised by the New York State Common Retirement Fund that it intends to present the following stockholder proposal at the Annual Meeting. We are not responsible for the accuracy or content of the proposal and supporting statement, presented below, as received from the proponents. Information contained on or accessible through any website links included in the proposal and supporting statement is not incorporated in, and does not constitute a part of, this Proxy Statement. Upon receiving an oral or written request, we will promptly provide the names of any co-filers, the proponents' addresses and, to the Company's knowledge, stockholdings of the proponents of the stockholder proposal. You may request this information i) via mail at 19505 Biscayne Boulevard, Suite 2350, Aventura, Florida 33180, Attention: Investor Relations or ii) via phone at (720) 358-3679. The stockholder proposal will be voted on at the meeting only if properly presented by or on behalf of the stockholder proponent. Our Board of Directors' reasons for opposing the proposal are also presented below.

## PROPOSAL NO. 6

### POLITICAL SPENDING DISCLOSURE

**Resolved**, that the shareholders of Palantir Technologies Inc. (Palantir or Company) hereby request that the Company provide a periodic report disclosing policies and procedures for making, and the identity of recipients, as well as the amount, of contributions or expenditures made from the Company's corporate funds or assets to be used to (a) participate or intervene in any campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum.

This proposal does not encompass lobbying spending or spending by Employees of Palantir Technologies Inc. PAC.

#### Supporting Statement

Participation in electoral politics exposes corporations to regulatory, legal, and reputational risks that may be heightened by opacity.

For Palantir, political spending also carries specific risks due to the Company's reliance on public sector customers. Palantir derives 55% of its revenue from government clients and has stated that in its 2024 Form 10-K, "We intend to capture an even greater share of U.S. federal government spending on software systems."

Real or perceived political influence in government contracting may result in legal actions, reputational harm, or unfavorable results. For example, the U.S. Department of Defense's JEDI contract, a controversial single-award \$10 billion cloud computing contract, was initially awarded to Microsoft but was halted by a federal judge after losing bidder Amazon sued alleging bias due to political interference.

Palantir is also subject to a variety of local, state, national, and foreign laws, directives and regulations. The Company has stated that, "A number of proposals are pending before U.S. federal, state, and foreign legislative and regulatory bodies that could significantly affect our business." Disclosure of Palantir's election-related spending would allow shareholders to assess whether management's efforts are an effective tool for mitigating regulatory risk.

Palantir's peers, including IBM and Microsoft, report their election-related spending including the identity of recipients and the amounts of contributions. Palantir, however, does not disclose these items, making it an outlier among large tech firms and leaving its investors in the dark as to whether it is effectively managing the risks.

As shareholders of Palantir, we support transparency in corporate electoral spending. This includes any activity considered intervention in a political campaign under the Internal Revenue Code, such as direct and indirect contributions to political candidates, parties, or organizations, and independent expenditures or electioneering communications on behalf of federal, state, or local candidates.

We ask Palantir to join its peers by disclosing its political spending, including payments to trade associations and other tax-exempt organizations which may be used for electoral purposes. Without this transparency, shareholders cannot sufficiently assess whether Palantir's political spending addresses regulatory risk consistent with its business strategy, corporate priorities, or other areas of concern. We urge your support for this widely adopted governance best practice.

**Vote Required**

Approval of this proposal requires the affirmative vote of a majority of the voting power of the shares present in person (including virtually) or represented by proxy at the annual meeting and entitled to vote thereon. Abstentions will have the same effect as a vote AGAINST this proposal. Broker non-votes will have no effect on this proposal.

**Board of Directors Recommendation**

**OUR BOARD OF DIRECTORS RECOMMENDS A VOTE “AGAINST” PROPOSAL NO. 6.**

**Our Board of Directors’ Statement in Opposition to Proposal No. 6**

Our Board of Directors recommends a vote **AGAINST** the shareholder proposal. The Board believes that existing legal requirements relating to the process and disclosure of political contributions, together with the Company’s existing practices, provide appropriate oversight and accountability and achieve the objectives of this proposal. Political contributions are subject to extensive regulation under domestic and foreign, federal, state and local laws, including laws which require the public disclosure of political contributions and lobbying expenditures to local, state and federal agencies or legislative bodies. As a result, shareholders already have access to a significant amount of information regarding political contributions and expenditures. The Board believes that adopting this shareholder proposal would not be in the best interests of the Company or its shareholders and would expend time and funds that would not materially increase transparency to shareholders.

## REPORT OF THE AUDIT COMMITTEE

The Audit Committee is a committee of the Board of Directors composed solely of independent directors as required by Nasdaq listing rules and the rules and regulations of the SEC. The Audit Committee operates under a written charter adopted by the Board of Directors. This written charter is reviewed periodically for changes, as appropriate. With respect to Palantir's financial reporting process, Palantir's management is responsible for (1) establishing and maintaining internal controls and (2) preparing Palantir's consolidated financial statements. Palantir's independent registered public accounting firm, Ernst & Young LLP, is responsible for performing an independent audit of Palantir's consolidated financial statements and internal control over financial reporting. It is the responsibility of the Audit Committee to oversee these activities. It is not the responsibility of the Audit Committee to prepare Palantir's financial statements. These are the fundamental responsibilities of management. In the performance of its oversight function, the Audit Committee has:

- reviewed and discussed the audited consolidated financial statements with management and Ernst & Young LLP;
- discussed with Ernst & Young LLP the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the SEC; and
- received the written disclosures and the letter from Ernst & Young LLP required by the applicable requirements of the PCAOB regarding the independent accountant's communications with the Audit Committee concerning independence and has discussed with Ernst & Young LLP its independence.

Based on the review and discussions noted above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in Palantir's Annual Report on Form 10-K for the fiscal year ended December 31, 2025 for filing with the SEC.

Respectfully submitted by the members of the Audit Committee of the Board of Directors:

Eric Woerschling (Chair)  
Alexander Moore  
Lauren Friedman Stat

*This Audit Committee report shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A promulgated by the SEC or to the liabilities of Section 18 of the Exchange Act, and shall not be deemed incorporated by reference into any prior or subsequent filing by Palantir under the Securities Act or the Exchange Act, except to the extent Palantir specifically requests that the information be treated as "soliciting material" or specifically incorporates it by reference.*

## EXECUTIVE OFFICERS

The following table sets forth certain information about our executive officers as of April 6, 2026.

Name	Age	Position(s)
Alexander Karp	58	Co-Founder, Chief Executive Officer, and Director
Stephen Cohen	43	Co-Founder, President, Secretary, and Director
Shyam Sankar	44	Chief Technology Officer and Executive Vice President
David Glazer	42	Chief Financial Officer and Treasurer
Ryan Taylor	44	Chief Revenue Officer and Chief Legal Officer

For Messrs. Karp and Cohen’s biographies, please see the section titled “*Board of Directors and Corporate Governance—Nominees for Director.*”

*Shyam Sankar:* Mr. Sankar has served in various positions with us since 2006, most recently as our Chief Technology Officer (“CTO”) and Executive Vice President. Mr. Sankar holds a B.S. in Electrical and Computer Engineering from Cornell University and a M.S. in Management Science & Engineering from Stanford University.

*David Glazer:* Mr. Glazer has served in various positions with us since 2013, most recently as our CFO and Treasurer. Mr. Glazer holds a B.A. in History from Santa Clara University and a J.D. from Emory University School of Law.

*Ryan Taylor:* Mr. Taylor has served in various positions with us since 2010, most recently as our CRO and CLO. Mr. Taylor holds a B.S. in Computer Science and an M.S. in Management Science & Engineering from Stanford University, and a J.D. from Harvard Law School.

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

This Compensation Discussion and Analysis (“CD&A”) includes a detailed discussion of compensation for the following executive officers during the fiscal year ended December 31, 2025, which we refer to as our Named Executive Officers (“NEOs” or “named executive officers”):

Alexander Karp	Co-Founder, Chief Executive Officer, and Director
Stephen Cohen	Co-Founder, President, Secretary, and Director
Shyam Sankar	Chief Technology Officer and Executive Vice President
David Glazer	Chief Financial Officer and Treasurer
Ryan Taylor	Chief Revenue Officer and Chief Legal Officer

### Executive Summary

Our fiscal year 2025 financial results showed year-over-year growth, including year-over-year revenue growth of 56% and another year of positive GAAP net income and GAAP income from operations in each quarter. We look forward to carrying our momentum and profitability into 2026 and beyond.

We believe that our executive compensation program should directly support our business strategy and continue to help drive our success and retention of our NEOs, with a structure designed to attract and retain our leadership team in the highly competitive technology talent market while also motivating our executives and aligning their interests with those of our stockholders. Given the highly competitive market, we recognize that in order to attract and retain our leadership team, we must continue to assess, refresh and refine our long-term executive compensation strategy.

In 2020, our Board of Directors or its committees designed award packages for all of our NEOs for navigating Palantir through the listing process and leading a public company, and in order to incentivize and retain them through the direct listing process, the critical early days as a public company, and through the following several years. We believed, and continue to believe, these outstanding awards effectively served as a primary supporter of alignment between NEO incentives, our business objectives, and the interests of our stockholders for several years, while understanding that new equity grants to certain of our NEOs needed to be considered beginning in 2024 and beyond given the full vesting of these prior awards. During 2024 and into 2025, our Compensation, Nominating & Governance Committee, working with its independent compensation consultant, Semler Brossy, and management, considered potential designs for, and determined that it was appropriate to transition to, a longer-term executive compensation program to continue this alignment into the future. In an effort to retain and incentivize Messrs. Glazer and Taylor, each of whom had fully vested in their awards granted in 2024, during 2025 our Compensation, Nominating & Governance Committee, after consultation with Semler Brossy, granted each of Messrs. Glazer and Taylor RSUs and stock appreciation rights (“SARs”) as discussed in more detail below.

### Compensation Philosophy

Our executive compensation philosophy is shaped by a strong belief that competitiveness of pay opportunities alongside a long-term, performance-based pay orientation drives our success and returns for our stockholders. The objective of our executive compensation program is to attract, retain, and incentivize the most talented personnel who embody our mission and values, increase the competitiveness of our overall compensation program relative to other companies we compete with for such personnel, and incentivize them to work diligently to further our growth and profitability. We do this by designing programs that link executive compensation to overall company performance and the interests of our stockholders.

As our business needs evolve and retention considerations change, we intend to continually evaluate our compensation programs, and we intend to review executive compensation in light of Palantir’s performance, macroeconomic and sector-specific developments, technology company pay practices, and other trends that may impact executive compensation. We will undertake future evaluations with the support of and input from outside executive compensation consultants and other relevant experts.

Our compensation philosophy is centered around the following principles:

- **Competitiveness:** we embrace the different facets of competitiveness—our employees are competitive in that they strive for excellence and measure themselves against goals and metrics of success. In order to retain this caliber of talent, we must provide competitive pay opportunities in a highly competitive talent market in the software and data analytics space.
- **Long-term alignment:** our main priority is the sustainable creation of long-term value for our stockholders and the retention of our top executives. Our executive compensation program is designed to retain our executives through equity awards that vest over an extended time period and/or contain share holding requirements or transfer restrictions.

To further these principles, we adhere to the following corporate governance and compensation principles:

- Constitute our Compensation, Nominating & Governance Committee solely with independent directors;
- Provide a significant portion of compensation opportunities for NEOs in the form of equity awards that align the rewards to our NEOs with the interests of our stockholders;
- Review the alignment between pay practices and our performance;
- Engage an independent compensation advisor, who provides no other services to Palantir; and
- Encourage executives to trade through 10b5-1 plans.

### **Stockholder Advisory Vote on NEO Compensation**

At our 2023 annual meeting of stockholders held in June 2023, we held our first advisory vote on the compensation of our NEOs (commonly known as a “say-on-pay” vote). Our stockholders approved, on an advisory basis, the compensation of our then-current NEOs. After giving effect to the voting power of the common stock (as generally described in the sections titled “*Questions and Answers about the Proxy Materials and our Annual Meeting*” and “*Board of Directors and Corporate Governance—Voting Structure and Arrangements*”), the number of votes cast for and against, and the number of abstentions and broker non-votes with respect to, this proposal were as follows: (i) for: 1,470,070,205; (ii) against: 65,382,345; (iii) abstained: 21,084,300; and (iv) broker non-votes: 477,894,790. Our Compensation, Nominating & Governance Committee considers the results of say-on-pay votes when making or recommending compensation decisions for our NEOs. Our Compensation, Nominating & Governance Committee has not made any changes to our executive compensation program specifically in response to the 2023 say-on-pay vote.

Consistent with the recommendation of our Board of Directors and the preference of our stockholders as reflected in the non-binding stockholder advisory vote on the frequency of future say-on-pay votes held at our 2021 annual meeting of stockholders, we have held say-on-pay votes every three years. Accordingly, we are conducting a say-on-pay vote at our 2026 annual meeting.

### **Our Compensation-Setting Process**

#### ***Role of the Board of Directors and the Compensation, Nominating & Governance Committee***

The Compensation, Nominating & Governance Committee oversees our executive compensation program, including the compensation of our CEO.

#### ***Role of Management***

Members of management typically make recommendations to our Compensation, Nominating & Governance Committee, attend certain Compensation, Nominating & Governance Committee meetings, and are involved in the process for determining our NEOs’ compensation, provided that no member of management makes recommendations as to their own compensation or participates in Compensation, Nominating & Governance Committee deliberations about or determinations of their own compensation. Our Compensation, Nominating & Governance Committee considers management recommendations but is not required to follow any recommendations and may adjust compensation up or down as they determine in their discretion. The Compensation, Nominating & Governance Committee reviews the recommendations of management and other data in determining each NEO’s total compensation, as well as each individual pay component.

### ***Role of the Compensation Consultant***

The Compensation, Nominating & Governance Committee has the authority to engage its own advisors to assist in carrying out its responsibilities. Semler Brossy was originally engaged by the Board of Directors and its legacy committees in the spring of 2019. Throughout 2025, Semler Brossy supported the Compensation, Nominating & Governance Committee by providing guidance regarding the amount and types of compensation and structures of compensation programs and awards that we provide to our executives, input on how our compensation practices compare to the compensation practices of other similarly situated high-growth technology companies, and advice on other compensation-related matters. Currently, Semler Brossy reports directly to the Compensation, Nominating & Governance Committee, although Semler Brossy may meet with members of management for the purposes of gathering information and providing input on proposals that management may make to the Compensation, Nominating & Governance Committee. Semler Brossy is independent and its work does not raise any conflict of interest, in each case under applicable guidelines, and it does not provide any services to us other than the services provided to the Compensation, Nominating & Governance Committee.

### ***Use of Comparative Market Data and Compensation Peer Group***

In January 2023, our Compensation, Nominating & Governance Committee approved an executive compensation peer group developed with the assistance of Semler Brossy for anticipated use in connection with the Committee's assessment of NEO compensation. Semler Brossy undertook a detailed review of the pool of U.S.-based publicly traded companies, taking into consideration direct relevance based on revenue, market capitalization, business fit, and drawing from similar talent pools. In light of such extensive review and Semler Brossy's recommendations, our Compensation, Nominating & Governance Committee believed that this peer group established in 2023 remained an appropriate group for executive compensation assessment based on business context and market size. In 2024, our executive compensation peer group was adjusted only to remove companies that were acquired, leaving an executive compensation peer group consisting of 18 publicly traded technology companies. We maintained this executive compensation peer group for 2025. The companies comprising the compensation peer group were as follows:

Palo Alto Networks, Inc.	Okta, Inc.
Autodesk, Inc.	Paycom Software Inc.
Cloudflare, Inc.	Snowflake Inc.
CrowdStrike Holdings, Inc.	The Trade Desk, Inc.
Datadog, Inc.	Twilio Inc.
DocuSign, Inc.	UiPath Inc.
Fortinet, Inc.	Unity Software Inc.
HubSpot, Inc.	Workday, Inc.
MongoDB, Inc.	Zscaler, Inc.

Data from this compensation peer group was considered by our Compensation, Nominating & Governance Committee as one reference point in determining the appropriateness of the RSU awards and SARs granted to Messrs. Glazer and Taylor during 2025. Except for these awards, no equity incentive grants were made to NEOs in 2025 and no changes were made to 2025 NEO base salaries.

We believe that review of peer group data is one meaningful market reference for NEO pay levels and incentive design practices, which can potentially be useful to our Compensation, Nominating & Governance Committee in considering compensation in light of the competition for talent among our peers as we move forward as a public company. However, we recognize that peer group data is necessarily an imperfect tool for determining compensation, and that our business circumstances, strategy and performance, talent retention needs, and short and long-term incentive strategies differ from those of our peers and may result in compensation program designs that are quite different from that of our peers. As a result, while in the future we expect to consider peer group data as an input, our Compensation, Nominating & Governance Committee does not believe that it is appropriate to make compensation decisions, whether regarding base salaries or short-term or long-term incentive compensation, based upon benchmarking to a peer or other representative group of companies.

## Elements of Executive Pay and 2025 Compensation

### *Base Salary and Bonuses*

As part of our compensation packages, we provide a base salary to our NEOs. Consistent with our historical practice, a portion of each NEO's base salary is paid in bi-monthly installments and a portion in either bi-monthly or quarterly installments as an additional stipend. With respect to Mr. Karp, approximately 72.6% of his total base salary is in the form of a travel stipend, which is paid to him in quarterly installments. We did not provide any bonuses to our NEOs related to their 2025 service. Cash compensation has not been, nor have we intended it to be, the most significant form of compensation for our NEOs. Descriptions of additional compensatory arrangements and values are described in further detail in the Fiscal 2025 Summary Compensation Table.

### *Equity Compensation*

For NEOs other than Messrs. Glazer and Taylor, we believe the outstanding equity awards held by our NEOs continued to support the retention of our NEOs and fostered their alignment with our stockholders during 2025, and as such, no new equity incentive grants were made to our other NEOs in 2025. In an effort to retain and incentivize Messrs. Glazer and Taylor, each a critical NEO, and to reward them for their continued performance, our Compensation, Nominating & Governance Committee determined that it was appropriate to grant Messrs. Glazer and Taylor longer term awards of RSUs and SARs as discussed in more detail below.

Our Compensation, Nominating & Governance Committee worked closely with its compensation consultant Semler Brossy in 2025 to assess the appropriate compensation structure and sizing for each of Messrs. Glazer and Taylor in connection with their roles as CFO and Treasurer, and CRO and CLO, respectively, taking into account previous individual equity grants made to them which had fully vested at the time of the Compensation, Nominating & Governance Committee's consideration and approval of the new grants described below. Messrs. Glazer and Taylor are key members of our executive team and we were concerned that having them hold no unvested equity potentially jeopardized our ability to retain them and keep them appropriately motivated. In 2025, we transitioned to a longer-term compensation program to provide ongoing incentives for Messrs. Glazer's and Taylor's continued high performance. In contemplating the appropriate design for Messrs. Glazer's and Taylor's awards, our Compensation, Nominating & Governance Committee worked with Semler Brossy to consider, among other things, the Company's retention goals, the need to retain alignment of Messrs. Glazer's and Taylor's incentives with those of our stockholders, the desire to calibrate awards with their multifaceted roles, and their expected future performance and contributions in their respective roles. As the first part of this transition, each of Messrs. Glazer and Taylor was granted an RSU award on February 20, 2025, covering 232,898 shares of our Class A common stock for each award. The RSUs are structured to vest as to 1/6th of the RSUs on the grant date, and the remainder ratably over the next 5 quarters, subject to each executive's continued service. Each executive is restricted from selling or otherwise transferring the vested shares for 12 months following their applicable vesting dates (other than shares sold to cover tax withholdings and related fees). The timeframe of the vesting of the RSUs helps provide alignment with the grant timing among our other NEOs, who are nearing the completion of their prior equity awards.

In addition, and in keeping with the intent to provide long-term stock price growth and retention incentives, on April 22, 2025, each of Messrs. Glazer and Taylor were granted SARs with up to 323,334 shares of our Class A common stock subject to each such award, and with a per share exercise price of \$150 per share, which price was significantly higher than our stock price on the awards' grant date. These SARs will be exercisable, if at all, during a limited future window occurring in 2033 (including in connection with a change in control) (the "exercise window"), and are subject to a service-based requirement, a stock-price based requirement and a cap in the value that can be received under the awards. Specifically, the SARs will satisfy the service-based requirement in installments, with 1/3<sup>rd</sup> of the total shares subject to the award having satisfied such requirement on May 20, 2025 and the remainder ratably over the next four quarters, subject to each executive's continued service. The SARs that satisfy the service-based requirement become exercisable during a one-month window beginning in late November 2033, and will be automatically exercised in connection with a change in control if it occurs during the exercise window, and in each case only if the closing price of the Company's Class A common stock exceeds \$150 per share on the trading day immediately preceding the exercise date. The SARs have a maximum appreciation value of \$300 such that the maximum aggregate number of shares of Class A common stock issuable upon exercise is 215,556 shares, and that maximum will only be reached if our stock price is \$450 per share on the trading day immediately preceding the exercise date. If our stock price reaches a closing price of \$450 per share during the exercise window, or the last day of the exercise window is an exercisable day (as defined below), the SARs which have satisfied the service-based requirement and remain unexercised will be automatically exercised. The Compensation, Nominating & Governance Committee determined that the structure of the SARs would incentivize the type of

achievements that the Company considers desirable and continues to work toward, including long-term, sustained growth and achievement of stock price targets, and will encourage recipients to remain with and invested in the future success of the Company.

### ***Benefits***

Our NEOs have the opportunity to participate in the same benefits programs offered to all employees. In addition, our NEOs are provided additional benefits related to tax services, and additional umbrella liability insurance coverage. Messrs. Karp and Cohen are also provided certain healthcare and/or medical services coverage. In addition, our Compensation, Nominating & Governance Committee approved the Company payment of a filing fee under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended, on behalf of each of Messrs. Karp, Cohen, and Sankar in the amounts of \$2.39 million, \$425,000 and \$105,000, respectively. Furthermore, during 2025, certain of our executives were provided additional security-related benefits including the use of corporate or other private aircraft and certain security services. We believe that the perquisites provided to our NEOs are appropriate given the use of similar benefits at software and data analytics companies of comparable size and with similarly high public profiles and that the perquisites serve Palantir's interests by ensuring the safety of our key executives and our proprietary data. The security-related benefits provided to our executives result from a bona-fide business-related security concern given the nature of our business and their leadership roles at Palantir. The security-related benefits are regularly reviewed by third parties to determine if the benefits provided are consistent with those necessitated by the business-related security concern.

Due to the high profile nature of our CEO's work for us, we will provide Mr. Karp with security continuation support ("Continuation Support") following the termination of his employment with us, if his employment is terminated under certain conditions and he executes a separation agreement and release of claims. This Continuation Support generally will consist of the continuation of his security program as in effect immediately prior to Mr. Karp's termination for a specified period of time (which length will depend on whether the termination is an involuntary, voluntary, or other termination), plus additional payments sufficient to make the security continuation and such additional payments tax neutral to Mr. Karp. We offered Continuation Support to Mr. Karp, in part, because the risks that he faces as a result of his high-profile work on behalf of and association with Palantir are reasonably expected to continue following any termination of his employment.

### **Other Compensation Information**

#### ***Post-Employment Compensation***

The post-employment compensation terms for key executives are designed to ensure that a change in control only occurs when there is benefit to stockholders. Other than the post-termination security continuation arrangements with Mr. Karp and the acceleration of vesting provisions described in the section below entitled "*Potential Payments upon Termination or Change in Control*," we do not currently have any severance or change in control arrangements with our NEOs. We may consider doing so in the future if we believe it to be important to the continued retention and focus of our NEOs.

#### ***Accounting and Tax Consideration Treatment***

The Compensation, Nominating & Governance Committee generally takes into consideration the tax implications to Palantir of our NEO compensation program, including with respect to the tax deductibility of compensation paid under Section 162(m) of the IRC.

While our Compensation, Nominating & Governance Committee may consider the deductibility of equity awards and cash and other compensation as one factor in determining executive compensation, the Compensation, Nominating & Governance Committee also looks at other factors in making its decisions and retains the flexibility to award compensation that it determines to be consistent with the goals of our executive compensation program even if the awards are not deductible by us for tax purposes.

In addition to considering the tax consequences, our Compensation, Nominating & Governance Committee generally considers the accounting consequences of its decisions, including the impact of expenses being recognized in connection with equity-based awards, in determining the size and form of different equity-based awards.

***Insider Trading Policy; Hedging and Pledging Policies; Compensation Recovery Policy***

We have adopted an Insider Trading Policy governing the purchase, sale, and other dispositions of Palantir’s securities that applies to all officers, directors, and employees of Palantir and its subsidiaries. We believe that our Insider Trading Policy is reasonably designed to promote compliance with insider trading laws, rules, and regulations, as well as applicable listing rules. A copy of Palantir’s Insider Trading Policy was filed as Exhibit 19.1 to our Annual Report on Form 10-K for the year ended December 31, 2024 and is incorporated by reference in Exhibit 19.1 to our Annual Report on Form 10-K for the year ended December 31, 2025.

Our Insider Trading Policy prohibits hedging by our employees, including our NEOs, and our directors. In addition, our Insider Trading Policy prohibits employees, including our NEOs, and our directors, from pledging any of our securities as collateral for a loan and from holding any of our securities in a margin account, subject to certain limited exceptions with respect to members of our Board of Directors and our CEO.

In October 2023, we adopted a Compensation Recovery Policy (“Clawback Policy”) in accordance with SEC and applicable exchange requirements. This policy provides for the non-discretionary recovery of excess incentive-based compensation from current and former executive officers in the event of an accounting restatement, as further described in the Clawback Policy, whether or not the executive officer was at fault for the restatement, in accordance with SEC and the applicable exchange requirements. Our 2020 Plan provides that awards granted under it will be subject to recoupment under any clawback policy that Palantir is required to adopt pursuant to applicable law, which now includes the Clawback Policy, and the 2020 Plan also allows us to impose such other clawback provisions to future equity awards as we deem appropriate.

***No Timing of Equity Awards in Relation to Disclosure of Material Nonpublic Information***

We did not grant stock options to our NEOs in 2025, but did grant stock appreciation rights in 2025, including to certain of our NEOs, and may continue to do so in the future. In so granting, the Compensation, Nominating & Governance Committee may do so during regularly scheduled compensation committee meetings, special committee meetings, and/or by unanimous written consent. We do not take material nonpublic information into account in determining the timing or terms of such awards. Further, we have not timed the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation. The Compensation, Nominating & Governance Committee may review other factors in determining whether and when to grant equity compensation, including retention and incentive needs, accounting and tax considerations, and such other considerations as are further described above, including in the section entitled “*Compensation Philosophy*”.

**Compensation, Nominating & Governance Committee Report**

The Compensation, Nominating & Governance Committee has reviewed and discussed with management the Compensation Discussion and Analysis provided above. Based on its review and discussions, the Compensation, Nominating & Governance Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference in Palantir’s Annual Report on Form 10-K for the year ended December 31, 2025.

*Compensation, Nominating & Governance Committee*

*Alexander Moore*

*Alexandra Schiff*

**Compensation and Risk**

*Our Compensation, Nominating & Governance Committee reviews and discusses with management the risks arising from our compensation philosophy and practices generally applicable to our employees to determine whether they encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate such risks.*

*In addition, our Compensation, Nominating & Governance Committee engaged Semler Brossy to independently conduct a risk assessment of our general compensation policies and practices and related mitigation controls. After consideration of the findings of this assessment and its discussions with management, our Compensation, Nominating & Governance*

Committee concluded that our compensation policies and practices are designed and administered with the appropriate balance of risk and reward in relation to our overall business strategy and do not encourage employees to take inappropriate or excessive risks, and that our compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on us.

**Fiscal 2025 Summary Compensation Table**

The following table presents information regarding the compensation awarded to, earned by and paid to each individual who served as one of our named executive officers during the fiscal years ended December 31, 2023, 2024 and 2025.

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$) <sup>(1)</sup>	Option Awards (\$) <sup>(2)</sup>	All Other Compensation (\$)	Total (\$)
Alexander Karp Chief Executive Officer	2025	1,101,637	—	—	7,521,363 <sup>(3)</sup>	8,623,000
	2024	1,101,637	—	—	3,258,533	4,360,170
	2023	1,101,637	—	—	2,396,560	3,498,197
Stephen Cohen President & Secretary	2025	273,636	—	—	730,359 <sup>(5)</sup>	1,003,995
	2024	278,636 <sup>(4)</sup>	—	—	324,094	602,730
	2023	273,636	—	—	83,653	357,289
Shyam Sankar Chief Technology Officer & Executive Vice President	2025	509,419	—	—	699,831 <sup>(6)</sup>	1,209,250
	2024	509,419	—	—	297,629	807,048
	2023	509,419	—	—	122,761	632,180
David Glazer Chief Financial Officer & Treasurer	2025	450,200	21,170,428	6,314,713	36,535 <sup>(7)</sup>	27,971,876
	2024	450,200	11,367,363	—	26,194	11,843,757
	2023	450,200	—	—	24,555	474,755
Ryan Taylor Chief Revenue Officer and Chief Legal Officer	2025	442,925 <sup>(8)</sup>	21,170,428	6,314,713	36,535 <sup>(9)</sup>	27,964,601
	2024	437,925	11,367,363	—	27,994	11,833,282
	2023	437,925	5,085,743	—	26,355	5,550,023

- (1) This column reflects the aggregate grant date fair value computed in accordance with ASC Topic 718 of the RSUs granted to our NEOs. The assumptions used in the valuation of these awards are described in the notes to our consolidated financial statements, which are included in the Form 10-K. As described in the notes to the Form 10-K, we generally estimate the grant date fair value of time-based RSU awards based on the closing market price of our Class A common stock on the date of grant; for time-based RSU awards subject to transfer restrictions, the estimated grant date fair value is adjusted to account for those restrictions. These amounts do not necessarily correspond to the actual value recognized or that may be recognized by our NEOs.
- (2) This column reflects the aggregate grant date fair value computed in accordance with ASC Topic 718 of the SARs granted to our NEOs. The assumptions used in the valuation of these awards are described in the notes to our consolidated financial statements, which are included in the Form 10-K. These amounts do not necessarily correspond to the actual value recognized or that may be recognized by our NEOs.
- (3) The amount reported includes (i) costs related to the provision of personal tax services in the amount of \$363,000, (ii) costs related to the provision of additional umbrella liability insurance coverage in the amount of \$103,402, (iii) costs related to the provision of certain healthcare and/or medical services coverage in the amount of \$160,000, (iv) a filing fee under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”) in the amount of \$2,390,000, which was paid by Palantir on behalf of Mr. Karp, (v) approximately \$2,506,484 in costs related to personal security services provided pursuant to an overall security program based on an independent security study, with such costs being calculated based on an allocation of total costs incurred by Palantir attributable to personal use of the security services, and (vi) approximately \$1,998,476 in costs related to the use of chartered aircraft as well as Mr. Karp’s beneficially owned aircraft pursuant to the security program noted above incurred in connection with personal travel and/or travel with personal guests, with such costs representing actual costs incurred by Palantir. No tax-gross-ups were paid to Mr. Karp with respect to any of his 2025 compensation.
- (4) The amount reported for 2024 includes Mr. Cohen’s annual base salary of \$273,636 and \$5,000 paid in accordance with our standard parental benefits policy.
- (5) The amount reported includes (i) costs related to the provision of personal tax services in the amount of \$99,421, (ii) costs related to the provision of additional umbrella liability insurance coverage in the amount of \$11,535, (iii) costs related to the provision of certain healthcare and/or medical services coverage in the amount of \$160,000, (iv) a filing fee under the HSR Act in the amount of \$425,000, which was paid by Palantir on behalf of Mr. Cohen, and (v) approximately \$34,403 in costs related to personal security services provided pursuant to an overall security program based on an independent security study, with such costs being calculated based on an allocation of total costs incurred by Palantir attributable to personal use of the security services. No tax-gross-ups were paid to Mr. Cohen with respect to any of his 2025 compensation.
- (6) The amount reported includes (i) costs related to the provision of personal tax services in the amount of \$165,000, (ii) costs related to the provision of additional umbrella liability insurance coverage in the amount of \$11,535, (iii) a filing fee under the HSR Act in the amount of \$105,000, which was paid by Palantir on behalf of Mr. Sankar, and (iv) approximately \$418,296 in costs related to personal security services provided pursuant to an overall security program based on an independent security study, with such costs being calculated based on an allocation of total costs incurred by Palantir attributable to personal use of the security services. No tax-gross-ups were paid to Mr. Sankar with respect to any of his 2025 compensation.
- (7) The amount reported includes (i) a stipend related to personal tax services in the amount of \$25,000 and (ii) costs related to the provision of additional umbrella liability insurance coverage in the amount of \$11,535. No tax-gross-ups were paid to Mr. Glazer with respect to any of his 2025 compensation.
- (8) The amount reported includes Mr. Taylor’s annual base salary of \$437,925 and \$5,000 paid in accordance with our standard parental benefits policy.
- (9) The amount reported includes (i) a stipend related to personal tax services in the amount of \$25,000 and (ii) costs related to the provision of additional umbrella liability insurance coverage in the amount of \$11,535. No tax-gross-ups were paid to Mr. Taylor with respect to any of his 2025 compensation.

**Fiscal 2025 Grants of Plan-Based Awards**

The following table sets forth certain information with respect to all plan-based awards granted to our named executive officers during the fiscal year ended December 31, 2025.

Name	Grant Date		All Other Stock Awards: Number of Shares of Stock or Units (#) <sup>(1)</sup>	All Other Option Awards: Number of Securities Underlying Options (#) <sup>(2)</sup>	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) <sup>(3)</sup>
David Glazer	2/20/2025	(4)	232,898			\$21,170,428
David Glazer	4/22/2025	(5)		323,334	\$150.00	\$6,314,713
Ryan Taylor	2/20/2025	(4)	232,898			\$21,170,428
Ryan Taylor	4/22/2025	(5)		323,334	\$150.00	\$6,314,713

- (1) RSUs subject to service-based vesting criteria described in the footnotes to the table below titled “Outstanding Equity Awards at Fiscal Year End,” except as otherwise indicated in the footnotes to this table.
- (2) SARs subject to service-based requirements described in the footnotes to the table below titled “Outstanding Equity Awards at Fiscal Year End,” except as otherwise indicated in the footnotes to this table.
- (3) Amounts represent the grant date fair value computed in accordance with ASC Topic 718. The assumptions used in the valuation of these awards are set forth in the notes to our consolidated financial statements, which are included in the Form 10-K, with (a) the grant date fair value of time-based RSU awards subject to transfer restrictions adjusted to account for such restrictions and (b) the grant date fair value of SARs that vest over an explicit period and are exercisable at expiration, during a limited window, determined using the Black-Scholes-Merton option pricing model. These amounts do not necessarily correspond to the actual value recognized or that may be recognized by Messrs. Taylor and Glazer.
- (4) Awards of RSUs granted pursuant to the terms and conditions of our 2020 Plan and an RSU agreement thereunder. The RSUs comprising these awards vested as to (i) 1/6th of the total award of February 20, 2025, and (ii) the remaining amount equally over the subsequent five quarterly vesting dates thereafter. The shares settled at each vesting date or, if the vesting date was not a trading day, the trading day immediately following such vesting date. In addition, the shares were restricted from being sold or otherwise transferred for 12 months following their applicable vesting dates (other than shares sold to cover tax withholding and related fees).
- (5) Awards of SARs granted pursuant to the terms and conditions of our 2020 Plan and a SAR agreement thereunder. The shares subject to these awards satisfied the service-based requirements as to (i) 1/3rd of the total shares subject to the award on May 20, 2025, and (ii) 1/6th of the total shares subject to the award on each quarterly vesting date thereafter. These SARs are only exercisable following expiration of the required service periods, during a limited window beginning in late November 2033, and only if the closing sales price of the Company’s Class A common stock exceeds \$150 per share on the trading day immediately preceding the exercise date.

## Outstanding Equity Awards at Fiscal Year End

The following table provides information regarding equity awards held by our named executive officers as of December 31, 2025. See “—Potential Payments upon Termination or Change in Control” below for information regarding the impact of certain employment termination scenarios on outstanding equity awards.

Name	Grant Date	Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares of Stock That Have Not Vested (#)	Market Value of Shares of Stock That Have Not Vested (\$)(1)
Alexander Karp	08/06/2020	27,450,000 <sup>(2)</sup>	77,550,000 <sup>(2)</sup>	11.38	08/20/2032	—	—
	08/06/2020	—	—	—	—	19,305,000 <sup>(3)</sup>	3,431,463,750
	08/06/2020	—	—	—	—	2,145,000 <sup>(4)</sup>	381,273,750
Stephen Cohen	06/09/2020	8,341,568 <sup>(5)</sup>	—	4.72	06/08/2030	—	—
	08/06/2020	12,150,000 <sup>(6)</sup>	1,350,000 <sup>(6)</sup>	11.38	08/20/2032	—	—
	08/06/2020	—	—	—	—	1,350,000 <sup>(7)</sup>	239,962,500
Shyam Sankar	08/06/2020	375,000 <sup>(6)</sup>	750,000 <sup>(6)</sup>	11.38	08/20/2032	—	—
	08/06/2020	—	—	—	—	750,000 <sup>(7)</sup>	133,312,500
David Glazer	06/04/2020	391,000 <sup>(8)</sup>	—	4.72	06/03/2030	—	—
	02/20/2025	—	—	—	—	77,633 <sup>(9)</sup>	13,799,266
	04/22/2025	—	323,334 <sup>(10)</sup>	150.00	12/20/2033	—	—
Ryan Taylor	02/20/2025	—	—	—	—	77,633 <sup>(9)</sup>	13,799,266
	04/22/2025	—	323,334 <sup>(10)</sup>	150.00	12/20/2033	—	—

(1) The market value is based on the closing price of our Class A common stock on December 31, 2025 of \$177.75 per share.

(2) Amount reflects shares of our Class B common stock subject to a stock option granted pursuant to the terms and conditions of our Executive Equity Plan and a stock option agreement thereunder. The stock option vests in 40 equal quarterly installments beginning on August 20, 2021.

(3) Amount reflects shares of our Class B common stock subject to an award of RSUs pursuant to the terms and conditions of our 2010 Plan and an RSU agreement thereunder. The RSUs vest in 40 equal quarterly installments beginning on August 20, 2021.

(4) Amount reflects shares of our Class B common stock subject to an award of RSUs pursuant to the terms and conditions of our Executive Equity Plan and an RSU agreement thereunder. The RSUs vest in 40 equal quarterly installments beginning on August 20, 2021.

(5) Amount reflects shares of our Class B common stock subject to a stock option granted pursuant to the terms and conditions of our 2010 Plan and a stock option agreement thereunder. The shares subject to the stock option are fully vested and exercisable.

(6) Amount reflects shares of our Class B common stock subject to a stock option granted pursuant to the terms and conditions of our Executive Equity Plan and a stock option agreement thereunder. Each stock option vests in 20 equal quarterly installments beginning on August 20, 2021.

(7) Amount reflects shares of our Class B common stock subject to an award of RSUs pursuant to the terms and conditions of our 2010 Plan and an RSU agreement thereunder. The RSUs vest in 20 equal quarterly installments beginning on August 20, 2021.

(8) Amount reflects shares of our Class A common stock subject to stock options granted pursuant to the terms and conditions of our 2010 Plan and stock option agreements thereunder. The shares subject to the stock options are fully vested and exercisable.

(9) Amount reflects shares of our Class A common stock subject to an award of RSUs pursuant to the terms and conditions of our 2020 Plan and an RSU agreement thereunder. The RSUs vest in 6 equal quarterly installments beginning on February 20, 2025. In addition, the shares were restricted from being sold or otherwise transferred for twelve months following their applicable vesting dates (other than shares sold to cover tax withholding and related fees).

(10) Amount reflects shares of our Class A common stock subject to an award of SARs pursuant to the terms and conditions of our 2020 Plan and a SAR agreement thereunder. The SARs will satisfy the service-based requirement in installments, with 1/3rd of the total shares subject to the award satisfying such requirement on May 20, 2025 and 1/6th of the total shares subject to the award satisfying such requirement each quarter thereafter. The SARs that satisfy the service-based requirements become exercisable during a limited window beginning in late November 2033, and only if the closing sales price of the Company's Class A common stock exceeds \$150 per share on the trading day immediately preceding the exercise date. The SARs have a maximum appreciation value of \$300 such that the maximum aggregate number of shares of Class A common stock issuable upon exercise is 215,556.

**Option Exercises and Stock Vested**

The following table shows certain information concerning option exercises and value realized upon the exercise of stock options and the vesting of RSU grants by our named executive officers during the fiscal year ended December 31, 2025.

Name	Option Awards		Stock Awards	
	Number of shares acquired on exercise (#)	Value realized on exercise (\$) <sup>(1)</sup>	Number of shares acquired on vesting (#) <sup>(2)</sup>	Value realized on vesting (\$) <sup>(3)</sup>
Alexander Karp	—	—	3,900,000	547,521,000
Stephen Cohen	4,060,000	318,076,626	2,700,000	379,053,000
Shyam Sankar	1,125,000	131,851,838	1,500,000	210,585,000
David Glazer	143,043	13,802,735	155,265	22,351,575
Ryan Taylor	466,670	37,098,980	155,265	22,351,575

- (1) Reflects the product of the number of shares of stock subject to the exercised option multiplied by the difference between the market price of our Class A common stock at the time of exercise and the exercise price of the option.
- (2) Reflects the gross number of shares acquired in connection with RSU vesting. A portion of RSU shares were automatically sold to cover tax withholding obligations incurred in connection with each vesting date, reducing the number of shares ultimately acquired by the individual.
- (3) Reflects the product of the number of shares of stock vested multiplied by the closing price of our Class A common stock on the vesting date or, if the vesting date was not a trading day, by the closing price on the last trading day immediately preceding such vesting date.

**Executive Compensation and Related Arrangements*****Alexander Karp***

Mr. Karp's annual salary for the fiscal year ended December 31, 2025 was \$1,101,637. Of this base salary, \$800,000 is in the form of a travel stipend that is paid to Mr. Karp in quarterly installments.

***Stephen Cohen***

Mr. Cohen's annual salary for the fiscal year ended December 31, 2025 was \$273,636.

***Shyam Sankar***

Mr. Sankar's annual salary for the fiscal year ended December 31, 2025 was \$509,419.

***David Glazer***

Mr. Glazer's annual salary for the fiscal year ended December 31, 2025 was \$450,200.

***Ryan Taylor***

Mr. Taylor's annual salary for the fiscal year ended December 31, 2025 was \$437,925, and he also received \$5,000 in accordance with our standard parental benefits policy.

**Potential Payments upon Termination or Change in Control*****Post-Termination Arrangements***

Mr. Karp entered into a Security Program Continuation Agreement with us dated June 5, 2019 (the "Security Continuation Agreement"), pursuant to which, if Mr. Karp's employment is terminated under certain conditions and he executes a separation agreement and release of claims in a form reasonably satisfactory to Palantir, we will generally provide Mr. Karp with continuation support, consisting of continuation of his security program as in effect immediately prior to

Mr. Karp's termination, for a specified period of time, plus additional payments sufficient to make the continuation support and such additional payments tax neutral to Mr. Karp (collectively, "Continuation Support").

The maximum specified period of time the Continuation Support will be provided, and the estimated value of such Continuation Support is as follows, provided that Mr. Karp may elect to continue the Continuation Support at his own expense under certain conditions (the value estimates set forth below are based on (a) our good faith estimates of the monthly security costs of Mr. Karp using recent utilization and expenditures as a guide and (b) the assumption that the security continuation would not constitute taxable income):

1. If Mr. Karp's termination is an Involuntary Termination (as such term is defined in the Security Continuation Agreement), we will provide Mr. Karp with Continuation Support for up to 30 months following such termination (ending earlier upon Mr. Karp's death or commencement or continuation of Competitor Service (as defined in the Security Continuation Agreement)). The estimated value of the security continuation for 30 months in the case of an Involuntary Termination is \$24,334,799;
2. If Mr. Karp's termination is a Voluntary Termination (as such term is defined in the Security Continuation Agreement), we will provide Mr. Karp with Continuation Support for up to 15 months following such termination (ending earlier upon Mr. Karp's death or commencement or continuation of Competitor Service (as defined in the Security Continuation Agreement)). The estimated value of the security continuation for 15 months in the case of a Voluntary Termination is \$12,167,399; and
3. If Mr. Karp's termination is an Other Termination (as such term is defined in the Security Continuation Agreement), we will provide Mr. Karp with Continuation Support for up to one month following such termination (ending earlier upon Mr. Karp's death or commencement or continuation of Competitor Service (as defined in the Security Continuation Agreement)). The estimated value of the security continuation for one month in the case of an Other Termination is \$811,160.

#### **Change in Control-Related Benefits**

##### ***Change in Control Provisions Under 2025 SARs***

The SARs granted to Messrs. Glazer and Taylor in April 2025 were granted with a per share exercise price of \$150 per share, which price was significantly higher than our stock price on the awards' grant date. These SARs are subject to a service-based requirement, a stock-price based requirement and a cap on the appreciation value received upon exercise of the awards. Please see the section titled "*Executive Compensation—Compensation Discussion and Analysis*" in this Proxy Statement for a description of the service-based requirements and maximum appreciation values. The SARs that satisfy the service-based requirement will become exercisable during a one-month window beginning in late November 2033, and only if the closing price of the Company's Class A common stock exceeds \$150 per share on the trading day immediately preceding the exercise date (a day which meets these criteria is referred to as an "exercisable day"). However, unless the Board of Directors or our Compensation, Nominating & Governance Committee determines otherwise, in the event of a merger or change in control, as defined under our 2020 Plan, in which the SAR is not continued by the relevant successor entity, then the unexercised portion of the SAR will not become exercisable unless there is an exercisable day on or prior to the date of the closing of the transaction, and, except as provided by the next sentence, any unexercised portion will be forfeited for no consideration immediately prior to the closing of the transaction. If the date the transaction closes is an exercisable day, any portion of the SARs that has met the service-based requirement will automatically be exercised immediately prior to the closing of the transaction.

##### ***Change in Control Provisions Under 2020 Executive Equity Awards***

On August 6, 2020, the awards of Executive RSUs under our 2010 Plan and Executive Equity Plan (referred to as "Executive RSU Awards") and Executive Options covering shares of our Class B common stock were granted to Messrs.

Karp, Cohen, and Sankar that contain the below-described provisions related to a change in control of Palantir. The Executive Options and Executive RSUs are as follows:

Named Executive Officer	Applicable Plan	Number of Shares of Class B Common Stock Covered by Award	Type of Award
Alexander Karp	Executive Equity Plan	141,000,000	Stock Option
	Executive Equity Plan	3,900,000	RSU Award
	2010 Plan	35,100,000	RSU Award
Stephen Cohen	Executive Equity Plan	13,500,000	Stock Option
	2010 Plan	13,500,000	RSU Award
Shyam Sankar	Executive Equity Plan	7,500,000	Stock Option
	2010 Plan	7,500,000	RSU Award

Each Executive Option has an exercise price of \$11.38 per share and a term/expiration date of August 20, 2032. These options were out of the money as of the date of grant, as the fair market value of a share of our common stock at the date of grant was \$7.60. Each Executive Option vests as follows: Subject to the applicable named executive officer continuing to be a service provider through each applicable date, (i) with respect to Mr. Karp, 2.5% of the shares subject to the Executive Option vested on August 20, 2021 and 2.5% vest quarterly thereafter, and (ii) with respect to Messrs. Cohen and Sankar, 5.0% of the shares subject to the Executive Option vested on August 20, 2021 and 5.0% vest quarterly thereafter.

Each Executive RSU Award vests upon the satisfaction of both a service-based and a performance-based vesting condition. The service-based vesting condition is satisfied, subject to the applicable named executive officer continuing to be a service provider through each applicable date, (i) with respect to Mr. Karp, as to 2.5% of the RSUs subject to the applicable Executive RSU Award on August 20, 2021 and 2.5% quarterly thereafter, and (ii) with respect to Messrs. Cohen and Sankar, as to 5.0% of the RSUs subject to the applicable Executive RSU Award on August 20, 2021 and 5.0% quarterly thereafter. The performance-based vesting condition for each Executive RSU Award was satisfied upon the occurrence of our direct listing in September 2020 and the applicable named executive officer's remaining a service provider through immediately prior to that date.

If Palantir experiences a change in control (as defined in the Executive Equity Plan with respect to Executive Options, and as defined in the applicable award agreement with respect to Executive RSU Awards), and the named executive officer remains a service provider through immediately prior to such change in control, (A) with respect to Mr. Karp, pursuant to an amendment approved by our Compensation, Nominating & Governance Committee in January 2021, a number of the shares subject to each Executive Option and each Executive RSU Award will accelerate and fully vest immediately prior to such change in control equal to the greater of (x) 20% of the shares subject to the Executive Option or Executive RSU Award, as applicable, or (y) 50% of the then-unvested shares subject to the Executive Option or Executive RSU Award, as applicable, as of immediately prior to the application of such acceleration, and (B) with respect to Messrs. Cohen and Sankar, 40% of the shares subject to the applicable Executive Option and Executive RSU Award will accelerate and fully vest immediately prior to such change in control. In all cases, no more than 100% of the shares subject to an Executive Option or Executive RSU Award, as applicable, may vest. Prior to the January 2021 amendment of Mr. Karp's Executive Option and Executive RSU Awards, each applicable award agreement related to these awards provided that 20% of the shares subject to the applicable Executive Option and Executive RSU Award would accelerate and fully vest immediately prior to such change in control, subject to his remaining a service provider as of immediately prior to the change in control.

In the event of a merger or change in control, pursuant to the 2010 Plan or Executive Equity Plan, as applicable, each Executive Option and Executive RSU Award will generally be treated as the administrator determines, including, without limitation, (i) that each award will be assumed or a substantially equivalent award substituted by the acquiring or succeeding corporation (or an affiliate thereof), (ii) that each award will terminate prior to the consummation of such merger or change in control, (iii) that each outstanding award will vest and become exercisable, (iv) that each award will be terminated in exchange for an amount of cash and/or property, or (v) any combination of the foregoing.

Unless the administrator determines otherwise, in the event of a merger or change in control in which the successor corporation does not assume or substitute for an Executive Option or Executive RSU Award (or portion thereof), the unvested award (or portion thereof) (after the application of the above acceleration of vesting provisions in the context of a change in control) will generally terminate immediately prior to such merger or change in control, and the administrator

will notify the participant in writing or electronically that the vested shares subject to any Executive Option (or portion thereof) will be exercisable for a period of time determined by the administrator in its sole discretion and the vested Executive Option (or portion thereof) will terminate upon the expiration of such period without consideration to the participants. For Executive RSU Awards granted under the 2010 Plan, this provision overrides the 2010 Plan's typical treatment of equity awards granted thereunder, which are described below under "*Change in Control Provisions under the 2020 Plan, 2010 Plan, and Executive Equity Plan.*"

***Change in Control Provisions under the 2020 Plan, 2010 Plan, and Executive Equity Plan***

*2020 Equity Incentive Plan*

Our 2020 Plan provides that in the event of a merger or change in control, as defined under our 2020 Plan, each outstanding award will be treated as the administrator determines, without a requirement to obtain a participant's consent, including, without limitation, that such award will be continued by the successor corporation or a parent or subsidiary of the successor corporation. An award generally will be considered continued if, following the transaction, (i) the award gives the right to purchase or receive the consideration received in the transaction by holders of our shares or (ii) the award is terminated in exchange for an amount of cash and/or property, if any, equal to the amount that would have been received upon the exercise or realization of the award at the closing of the transaction, which payment may be subject to any escrow applicable to holders of our Class A common stock in connection with the transaction or subjected to the award's original vesting schedule. The administrator will not be required to treat all awards or portions thereof, the vested and unvested portions of an award, or all participants similarly.

In the event that a successor corporation or its parent or subsidiary does not continue an outstanding award, then such award will fully vest, all restrictions on such award will lapse, all performance goals or other vesting criteria applicable to such award will be deemed achieved at 100% of target levels, and such award will become fully exercisable, if applicable, for a specified period prior to the transaction, unless specifically provided for otherwise under the applicable award agreement or other written agreement with the participant. The award will then terminate upon the expiration of the specified period of time. If an option or stock appreciation right is not continued, the administrator will notify the participant in writing or electronically that such option or stock appreciation right will be exercisable for a period of time determined by the administrator in its sole discretion and the option or stock appreciation right will terminate upon the expiration of such period. The acceleration and exercisability provisions described in this paragraph do not apply to the SARs granted to Messrs. Glazer and Taylor in April 2025. See "*Change in Control Provisions Under 2025 SARs*" for a description of the treatment of such SARs in the event of a merger or change in control.

With respect to awards granted to an outside director, in the event of a change in control, all of his or her options and stock appreciation rights, if any, will vest fully and become immediately exercisable, all restrictions on his or her restricted stock and RSUs will lapse, and all performance goals or other vesting requirements for his or her performance awards will be deemed achieved at 100% of target levels, and all other terms and conditions met.

*Amended 2010 Equity Incentive Plan*

Our 2010 Plan provides that in the event of a merger or change in control, as defined under our 2010 Plan, each outstanding award will be treated as the administrator determines, including, without limitation, (i) that each award will be assumed or a substantially equivalent award substituted by the acquiring or succeeding corporation (or an affiliate thereof), (ii) that each award will terminate prior to the consummation of such merger or change in control, (iii) that each outstanding award will vest and become exercisable, (iv) that each award will be terminated in exchange for an amount of cash and/or property, or (v) any combination of the foregoing. The administrator is not required to treat all awards similarly in the transaction.

Unless specifically provided otherwise under the applicable award agreement or other written agreement between the participant and us (or our parent or subsidiaries, as applicable), in the event of a change in control, for each participant whose service as a service provider has not terminated as of, or immediately prior to, the effective time of the change in control, then, as of the effective time of such change in control, the vesting and exercisability of such participant's award will be accelerated to the extent of 25% of the award. Additionally, if a successor corporation does not assume or substitute for any outstanding award, then the participant will fully vest in and have the right to exercise all of his or her outstanding options and stock appreciation rights, all restrictions on restricted stock and RSUs will lapse, and for awards with performance-based vesting, all performance goals or other vesting criteria will be deemed achieved at 100% of target levels and all other terms and conditions met, in all cases unless specifically provided otherwise under the applicable award

agreement or other written agreement between the participant and us (or our parent or subsidiaries, as applicable). If an option or stock appreciation right is not assumed or substituted in the event of a change in control, unless specifically provided otherwise under the applicable award agreement or other written agreement between the participant and us (or our parent or subsidiaries, as applicable), the administrator will notify the participant in writing or electronically that such option or stock appreciation right will be exercisable for a period of time determined by the administrator in its sole discretion and the option or stock appreciation right will terminate upon the expiration of such period.

The provisions of the 2010 Plan described in the prior two paragraphs do not apply to the Executive RSU Awards granted under the 2010 Plan. A brief description of the provisions that apply to the Executive RSU Awards is described under “*Change in Control Provisions Under 2020 Executive Equity Awards*,” above.

#### *2020 Executive Equity Incentive Plan*

See “*Change in Control Provisions Under 2020 Executive Equity Awards*,” above, for a description of the treatment of our Executive Options and Executive RSUs, including those granted under our Executive Equity Plan, in connection with a merger or change in control.

The following table shows the potential payments and benefits that Palantir would be obligated to make or provide upon the occurrence of a change in control. For purposes of this table, it is assumed that a change in control occurred on December 31, 2025, the last day of our 2025 fiscal year, and each named executive officer remained a service provider through immediately before such change in control.

For a description of the treatment of the Executive Options and the Executive RSU Awards upon the consummation of a change in control under the terms of such awards (including a description of treatment of such awards if the awards are not assumed or substituted pursuant to such change in control), please see the section titled “*Change in Control-Related Benefits—Change in Control Provisions under 2020 Executive Equity Awards*.” For a description of the treatment of awards upon the consummation of a change in control under the terms of each of the Executive Equity Plan and the 2010 Plan that are not Executive Options and the Executive RSU Awards (including a description of treatment of such awards if the awards are not assumed or substituted pursuant to such change in control), with respect to awards granted under such plans, please see the section titled “*Change in Control-Related Benefits—Change in Control Provisions under the 2020 Plan, 2010 Plan, and Executive Equity Plan*.” For a description of the treatment of the 2025 SARs upon the consummation of a change in control under the terms of such awards (including a description of treatment of such awards if the awards are not assumed or substituted pursuant to such change in control), please see the section titled “*Change in Control-Related Benefits—Change in Control Provisions Under 2025 SARs*.” The amounts in the table below are calculated on the

assumption that the named executive officer remained a service provider through immediately before such change in control and that the awards were assumed or substituted by a successor in connection with the change in control.

Name	Executive Benefits and Payments Upon Termination or Change in Control	Change in Control (\$) <sup>(1)</sup>
Alexander Karp	Restricted Stock Units	1,906,368,750 <sup>(2)</sup>
	Executive Equity Plan Option Grant	6,450,996,750 <sup>(2)</sup>
	<b>TOTAL</b>	<b>8,357,365,500</b>
Stephen Cohen	Restricted Stock Units	239,962,500 <sup>(3)</sup>
	Stock Options	224,599,500 <sup>(3)</sup>
	<b>TOTAL</b>	<b>464,562,000</b>
Shyam Sankar	Restricted Stock Units	133,312,500 <sup>(4)</sup>
	Stock Options	124,777,500 <sup>(4)</sup>
	<b>TOTAL</b>	<b>258,090,000</b>
David Glazer	Restricted Stock Units	—
	Stock Options	—
	Stock Appreciation Rights	— <sup>(5)</sup>
	<b>TOTAL</b>	<b>—</b>
Ryan Taylor	Restricted Stock Units	—
	Stock Options	—
	Stock Appreciation Rights	— <sup>(5)</sup>
	<b>TOTAL</b>	<b>—</b>

- (1) The value of the accelerated RSUs in this table are calculated by multiplying the number of shares subject to acceleration (calculated based on the descriptions in the below footnotes relating to each named executive officer in the table) by the closing price of our Class A common stock on December 31, 2025, which was \$177.75. The value of the accelerated stock options is calculated by multiplying (x) the number of shares subject to acceleration for each stock option (calculated based on the descriptions in the below footnotes relating to each named executive officer in the table) by (y) the closing price per share on December 31, 2025 minus the applicable exercise price per share.
- (2) Mr. Karp was granted an Executive RSU Award and an Executive Option under the Executive Equity Plan and an Executive RSU Award under the 2010 Plan. The amounts with respect to Mr. Karp's Executive Option and Executive RSU Awards were calculated assuming that the number of shares subject to the Executive Option and each Executive RSU Award accelerates and fully vests immediately prior to such change in control equal to the greater of (x) 20% of the shares subject to the Executive Option or Executive RSU Award, as applicable, or (y) 50% of the then-unvested shares subject to the Executive Option or Executive RSU Award, as applicable, as of immediately prior to the application of such acceleration. As of December 31, 2025, 63,450,000 of Mr. Karp's Executive Options and 17,550,000 of Mr. Karp's Executive RSUs were vested, and therefore acceleration of 50% of the unvested portion of such awards was applied for purposes of this table.
- (3) Mr. Cohen was granted an Executive Option under the Executive Equity Plan and an Executive RSU Award under the 2010 Plan. The amounts with respect to Mr. Cohen's Executive Option and Executive RSU Award were calculated assuming an acceleration of 40% of each such award immediately prior to a change in control, in accordance with the terms of such awards.
- (4) Mr. Sankar was granted an Executive Option under the Executive Equity Plan and an Executive RSU Award under the 2010 Plan. The amounts with respect to Mr. Sankar's Executive Option and Executive RSU Award were calculated assuming an acceleration of 40% of each such award immediately prior to a change in control, in accordance with the terms of such awards.
- (5) Messrs. Glazer and Taylor were each granted an award of SARs under the 2020 Plan. If a change in control had occurred on December 31, 2025, the SARs would not have become exercisable as the trading day prior would not have been an "exercisable day" (as described above) and the SARs would have been forfeited if not assumed or substituted as part of the change in control. If the SARs had been assumed or substituted, they would have remained outstanding and eligible to be exercised in accordance with their terms.

## Equity Compensation Plan Information

The following table provides information as of December 31, 2025 with respect to shares of our common stock that may be issued under our existing equity compensation plans.

Plan Category	Number of Securities Underlying Outstanding Options, Restricted Stock Units Warrants and Other Rights (#)	Weighted Average Exercise Price of Outstanding Options and Rights (\$) <sup>(1)</sup>	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in the First Column) (#)
Equity compensation plans approved by security holders			
<i>Amended 2010 Equity Incentive Plan</i> <sup>(2)</sup>	53,982,312	4.82	—
<i>2020 Equity Incentive Plan</i> <sup>(3)</sup>	29,603,999	129.96	504,569,530
Equity compensation plans not approved by security holders			
<i>2020 Executive Equity Incentive Plan</i> <sup>(4)</sup>	121,770,000	11.38	—
<b>TOTAL</b>	<b>205,356,311</b>		<b>504,569,530</b>

- (1) RSUs, which do not have an exercise price, are excluded from the calculation of weighted-average exercise price. The weighted-average exercise price is calculated solely on the exercise prices of the outstanding stock options or stock appreciation rights, as applicable.
- (2) Our Board of Directors adopted, and our stockholders approved, the 2010 Plan. As a result of our direct listing and the adoption of the 2020 Plan, we no longer grant awards under the 2010 Plan; however, all outstanding awards issued pursuant to the 2010 Plan continue to be governed by their existing terms. To the extent that any such awards are forfeited or lapse unexercised or are repurchased, the shares of common stock subject to such awards will become available for issuance under the 2020 Plan.
- (3) Our 2020 Plan provides that the number of shares available for issuance under the 2020 Plan will be increased on the first day of each fiscal year beginning on January 1, 2022, in an amount equal to the least of (i) 250,000,000 shares, (ii) five percent of the outstanding shares of our common stock on the last day of the immediately preceding fiscal year or (iii) a lesser amount determined by the administrator of our 2020 Plan.
- (4) A committee of our Board of Directors adopted our Executive Equity Plan in August 2020, which was adopted without stockholder approval prior to our direct listing. Subject to the adjustment provisions of the Executive Equity Plan, 165,900,000 shares of our Class B common stock were reserved for issuance pursuant to equity awards granted under the Executive Equity Plan. The Executive Equity Plan terminated on September 21, 2020 but continues to govern the terms and conditions of the outstanding awards previously granted under the Executive Equity Plan. The Executive Equity Plan permitted the grant of nonstatutory stock options and RSUs. As of December 31, 2025, options to purchase 119,625,000 shares of our Class B common stock (granted to Messrs. Karp, Cohen, and Sankar) and RSUs covering 2,145,000 shares of our Class B common stock (granted to Mr. Karp) were outstanding under the Executive Equity Plan. See “—2020 Executive Equity Awards” for a description of these awards, and “—Change in Control Provisions under the 2020 Plan, 2010 Plan, and Executive Equity Plan” for a description of the treatment of equity awards in the event of a merger or “change in control.” The Executive Equity Plan prohibits an exchange program whereby outstanding awards are surrendered or exchanged for new awards or cash, participants have the opportunity to transfer outstanding awards to a financial institution or other entity, or the exercise price of an outstanding award is reduced.

## CEO Pay Ratio

Under SEC rules, we are required to provide information regarding the relationship between the total annual compensation of our CEO and the total annual compensation of our median employee (other than our CEO). For our last completed fiscal year, which ended December 31, 2025.

- The CEO’s total annual compensation in 2025 was \$8,623,000.

- The median employee's total annual compensation in 2025 (as determined using the methodology described below) was \$235,115.
- Based on the above, for fiscal 2025, the ratio of our CEO's total annual compensation to the median employee total annual compensation was approximately 37 to 1.

This pay ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K under the Securities Act, and is based upon our reasonable judgment and assumptions. The SEC rules do not specify a single methodology for identification of the median employee or calculation of the pay ratio, and other companies may use assumptions and methodologies that are different from those used by us in calculating their pay ratios. Accordingly, the pay ratios disclosed by other companies may not be comparable to our pay ratio as disclosed above.

We identified the median employee from among all of Palantir's employees, excluding our CEO and including employees of Palantir's consolidated subsidiaries. To identify our median employee, we used (i) total annual base pay and overtime, (ii) bonuses and cash incentives paid in fiscal year 2025, and (iii) the grant date fair value of equity awards made in fiscal year 2025 as our consistently applied compensation measure. We applied this measure to our eligible population as of December 31, 2025 (the "Determination Date"), and annualized base pay for employees that were not employed for the full year. Payments not made in U.S. dollars were converted to U.S. dollars using the exchange rate as of the Determination Date.

After identifying the median employee using this approach, we calculated annual total compensation for the median employee according to the methodology used to report the annual compensation of our named executive officers in the Fiscal 2025 Summary Compensation Table above. For our CEO, we used the amount reported in the "Total" column of the Fiscal 2025 Summary Compensation Table above.

**PAY VERSUS PERFORMANCE**

The following table sets forth information concerning the relationship between executive compensation actually paid and certain measures of our financial performance for the years ended December 31, 2025, 2024, 2023, 2022, and 2021 as determined in accordance with the requirements published by the SEC. For further information concerning our compensation philosophy, please see the section titled “*Executive Compensation*.” It is important to note that the “compensation actually paid” (“CAP”) numbers in the table below are computed based on SEC rules (including how to account for changes in the value of unvested equity) and in our case, are driven primarily by changes in our stock price. Our stock price growth during fiscal year 2025 resulted in approximately \$252 billion of value created for our stockholders (over 147% growth) and because of this, and following SEC disclosure rules, the fiscal year 2025 CAP disclosed below has increased.

**Pay vs. Performance Table**

Year	Summary Compensation Table Total for CEO <sup>(1)</sup>	Compensation Actually Paid to CEO <sup>(2)</sup>	Average Summary Compensation Table Total for Non-CEO NEOs <sup>(3)</sup>	Average Compensation Actually Paid to Non-CEO NEOs <sup>(4)</sup>	Value of Initial Fixed \$100 Investment Based On:		Net Income (Loss) (in thousands) <sup>(7)</sup>
					Total Shareholder Return <sup>(5)</sup>	Peer Group Total Shareholder Return <sup>(6)</sup>	
2025	\$ 8,623,000	\$ 11,094,359,597	\$ 14,537,431	\$ 254,460,610	\$ 754.78	\$ 258.38	\$ 1,625,033
2024	\$ 4,630,170	\$ 6,792,542,595	\$ 6,271,705	\$ 217,048,600	\$ 321.15	\$ 208.30	\$ 462,190
2023	\$ 3,498,197	\$ 1,099,624,082	\$ 1,753,562	\$ 65,371,598	\$ 72.91	\$ 152.48	\$ 209,825
2022	\$ 5,492,603	\$ (1,709,637,930)	\$ 541,996	\$ (112,628,126)	\$ 27.26	\$ 96.60	\$ (373,705)
2021	\$ 4,483,614	\$ (894,125,580)	\$ 891,523	\$ (56,560,525)	\$ 77.32	\$ 134.53	\$ (520,379)

- (1) The dollar amounts in this column are the amounts of total compensation reported for Mr. Karp (our Principal Executive Officer, who we refer to in this disclosure as our “CEO”) for each corresponding year in the “Total” column of the Summary Compensation Table.
- (2) The dollar amounts in this column represent the amount of “compensation actually paid” to Mr. Karp. The term “compensation actually paid” or “CAP” does not reflect the amount of compensation actually paid, earned or received by him during the applicable year. Per relevant rules, Mr. Karp’s CAP was calculated by adjusting the Summary Compensation Table Total values for CEO for the applicable year in accordance with the adjustment table below:

Year	Reported Summary Compensation Table Total for CEO	Less: Reported Value of Equity Awards to CEO <sup>(a)</sup>	Add: Equity Award Adjustments to CEO <sup>(b)</sup>	Compensation Actually Paid to CEO
2025	\$ 8,623,000	\$ 0	\$ 11,085,736,598	\$ 11,094,359,597
2024	\$ 4,630,170	\$ 0	\$ 6,787,912,425	\$ 6,792,542,595
2023	\$ 3,498,197	\$ 0	\$ 1,096,125,885	\$ 1,099,624,082
2022	\$ 5,492,603	\$ 0	\$ (1,715,130,533)	\$ (1,709,637,930)
2021	\$ 4,483,614	\$ 0	\$ (898,609,194)	\$ (894,125,580)

- (a) The amounts in this column reflect the aggregate grant-date fair value reported in the “Stock Awards” and “Option Awards” column, as applicable, in the Summary Compensation Table for the applicable year for Mr. Karp.
- (b) The amounts deducted or added in calculating the total equity award adjustments in the above table are as follows:

Year	Year End Fair Value of Equity Awards Granted in the Year*	Change in Fair Value between End of Prior Year and End of Applicable Year of Equity Awards Granted in Prior Years that were Outstanding and Unvested as of Applicable Year End	Fair Value as of Vesting Date of Equity Awards Granted and Vested in the Year	Change in Fair Value between End of Prior Year and Vesting Date of Equity Awards Granted in Prior Years that Vested in the Year	Fair Value at the End of the Prior Year of Equity Awards that Failed to Meet Vesting Conditions in the Year	Value of Dividends or other Earnings Paid on Stock or Option Awards not Otherwise Reflected in Fair Value or Total Compensation	Total Equity Award Adjustments
2025	\$ 0	\$ 10,029,856,155	\$ 0	\$ 1,055,880,443	\$ 0	\$ 0	\$ 11,085,736,598
2024	\$ 0	\$ 6,511,245,585	\$ 0	\$ 276,666,840	\$ 0	\$ 0	\$ 6,787,912,425
2023	\$ 0	\$ 998,016,075	\$ 0	\$ 98,109,810	\$ 0	\$ 0	\$ 1,096,125,885
2022	\$ 0	\$ (1,558,644,915)	\$ 0	\$ (156,485,618)	\$ 0	\$ 0	\$ (1,715,130,533)
2021	\$ 0	\$ (892,150,035)	\$ 22,283	\$ (6,481,442)	\$ 0	\$ 0	\$ (898,609,194)

\* In accordance with the relevant rules, the fair values of unvested and outstanding equity awards to our NEOs (including Mr. Karp) were remeasured as of each vesting date and as of the end of each fiscal year during the years displayed in the table above. For options, the fair values as of each measurement date were determined using the Black-Scholes model, with assumptions and methodologies regarding volatility, dividend yield, and risk-free rates that are generally consistent with those used to estimate fair value at grant under US GAAP. The expected life of options as of each measurement date is estimated based on consideration of consistency with the original valuation assumptions for the grant, the circumstances of the grant at the measurement date, and other relevant factors under US GAAP. The resulting expected term assumptions ranged between 0.5 – 11 years for 2021, 3.0 – 10.5 years for 2022, 0.6 – 9.5 years for 2023, 1.3 – 4.3 years for 2024 and 0.5 – 3.3 years for 2025. The range of estimates used in the fair value calculations are as follows: (i) for 2025, volatility between 56.0% - 73.8%, and risk-free rate between 3.5% - 4.2%, (ii) for 2024, volatility between 60.6% - 65.6%, and risk-free rate between 3.8% - 4.4%, (iii) for 2023, volatility between 62% - 69%, and risk-free rate between 3.6% - 5.4%; (iv) for 2022, volatility between 71% - 71.39%, and risk-free rate between 1.12% - 4.36%; and (v) for 2021, volatility at 71%, and risk-free rate between 0.04% - 1.58%. Since Palantir did not pay any dividends during the period from our direct listing through the end of fiscal year 2025, the dividend yield was set to 0% for all measurement dates. The vesting of the growth units granted on May 30, 2019 was based on a service requirement of 180 days post-our direct listing. As such, to account for the value of the growth units, the stock price of each measurement date post-our direct listing was used. For the RSUs, the value is based on Palantir's stock price as of the measurement date, adjusted to account for the transfer restrictions, if any, that apply to the RSUs.

- (3) The dollar amounts in this column represent the average of the amounts reported for our NEOs as a group (excluding Mr. Karp) in the “Total” column of the Summary Compensation Table in each applicable year. The names of each of the NEOs (excluding Mr. Karp) included for purposes of calculating the average amounts in each applicable year are as follows: (i) for 2025, Stephen Cohen, Shyam Sankar, David Glazer, Ryan Taylor, (ii) for 2024, Stephen Cohen, Shyam Sankar, David Glazer, Ryan Taylor, (iii) for 2023, Stephen Cohen, Shyam Sankar, David Glazer, Ryan Taylor, (iv) for 2022, Stephen Cohen, Shyam Sankar, David Glazer, Ryan Taylor, and (v) for 2021, Stephen Cohen, Shyam Sankar, David Glazer, Ryan Taylor.
- (4) The dollar amounts in this column represent the average CAP amount to the NEOs as a group (excluding Mr. Karp) determined under the same methodology described in (2) above. Per relevant rules, Average CAPs to Non-CEO NEOs were calculated by adjusting the Summary Compensation Table Total values for the applicable year in accordance with the adjustment table below:

Year	Average Reported Summary Compensation Table Total for Non-CEO NEOs	Less: Average Reported Value of Equity Awards for Non-CEO NEOs <sup>(a)</sup>	Add: Average Equity Award Adjustments for Non-CEO NEOs <sup>(b)</sup>	Average Compensation Actually Paid to Non-CEO NEOs
2025	\$ 14,537,431	\$ 13,742,571	\$ 253,665,750	\$ 254,460,610
2024	\$ 6,271,705	\$ 5,683,682	\$ 216,460,577	\$ 217,048,600
2023	\$ 1,753,562	\$ 1,271,436	\$ 64,889,472	\$ 65,371,598
2022	\$ 541,996	\$ 0	\$ (113,170,122)	\$ (112,628,126)
2021	\$ 891,523	\$ 0	\$ (57,452,048)	\$ (56,560,525)

- (a) The amounts in this column reflect the aggregate grant-date fair value reported in the “Stock Awards” and “Option Awards” column, as applicable, in the Summary Compensation Table for the applicable year for our NEOs as a group (excluding Mr. Karp).
- (b) The amounts deducted or added in calculating the total equity award adjustments in the above table are as follows:

Year	Average Year End Fair Value of Equity Awards Granted in the Year <sup>+</sup>	Average Change in Fair Value between End of Prior Year and End of Applicable Year of Equity Awards Granted in Prior Years that were Outstanding and Unvested as of Applicable Year End	Average Fair Value as of Vesting Date of Equity Awards Granted and Vested in the Year	Average Change in Fair Value between End of Prior Year and Vesting Date of Equity Awards Granted in Prior Years that Vested in the Year <sup>*</sup>	Average Fair Value at the End of the Prior Year of Equity Awards that Failed to Meet Vesting Conditions in the Year	Average Value of Dividends or other Earnings Paid on Stock or Option Awards not Otherwise Reflected in Fair Value or Total Compensation	Total Average Equity Award Adjustments
2025	\$ 8,064,008	\$ 107,070,863	\$ 12,284,418	\$ 126,246,461	\$ 0	\$ 0	\$ 253,665,750
2024	\$ 0	\$ 175,750,470	\$ 6,666,587	\$ 34,043,520	\$ 0	\$ 0	\$ 216,460,577
2023	\$ 0	\$ 45,187,013	\$ 1,378,790	\$ 18,323,670	\$ 0	\$ 0	\$ 64,889,472
2022	\$ 0	\$ (87,619,807)	\$ 0	\$ (25,550,314)	\$ 0	\$ 0	\$ (113,170,122)
2021	\$ 0	\$ (57,633,177)	\$ 21,282	\$ 159,848	\$ 0	\$ 0	\$ (57,452,048)

<sup>+</sup> For SARs, the fair values of the awards granted in 2025 were determined using the Black-Scholes model, with assumptions and methodologies regarding volatility, dividend yield, and risk-free rates that are generally consistent with those used to estimate fair value at grant under US GAAP. The range of estimates used in the fair value calculations are between 56.9% - 62.6% for volatility, and between 3.9% - 4.3% for risk-free rates. Since Palantir did not pay any dividends during fiscal year 2025, the dividend yield was set to 0% for 2025. The expected remaining term for the SARs is between 8 - 8.6 years.

<sup>\*</sup> In June 2020, in connection with a broad-based repricing, certain underwater stock options of our Non-CEO NEOs were exchanged for new stock options with an exercise price equal to \$4.72 per share and a new maximum term ("Option Exchange"), with all other terms remaining the same. For purposes of calculating the equity award adjustments shown in the table above, the incremental change in fair value recognized related to the Option Exchange is reflected in this column.

- (5) The amounts in this column show changes over our past five fiscal years in the value of a hypothetical \$100 (assuming reinvestment of dividends, but noting that for the period in question no dividends were paid) invested in Palantir's publicly traded shares of common stock.
- (6) The amounts in this column show changes over our past five fiscal years in the value of a hypothetical \$100 (assuming reinvestment of dividends) invested in the S&P 500 Information Technology Index.
- (7) The dollar amounts reported in this column represent the amount of net income (loss) reflected in Palantir's audited financial statements for the applicable year.

**Tabular List of Financial Performance Measures**

The financial performance measure used in 2025 to link CAP to performance is our stock price, based on its impact on the value of equity-based awards granted prior to 2025, including awards granted as out-of-the-money options in 2020, which remained outstanding during part or all of 2025. Guidance issued under the relevant rules states that we cannot use stock price as our company selected measure; therefore, we have not listed a company selected measure in the pay versus performance table above.

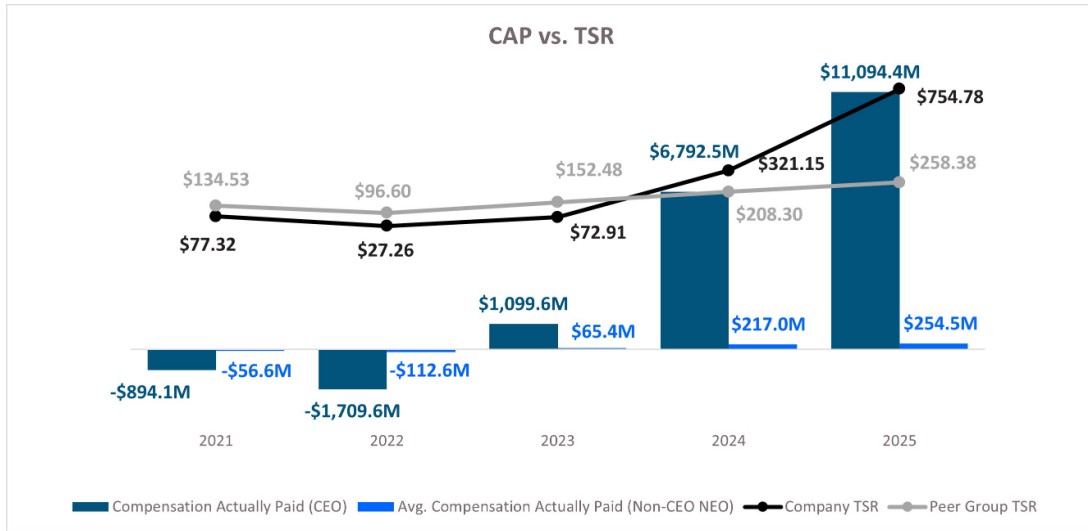
**Tabular List**

Stock price

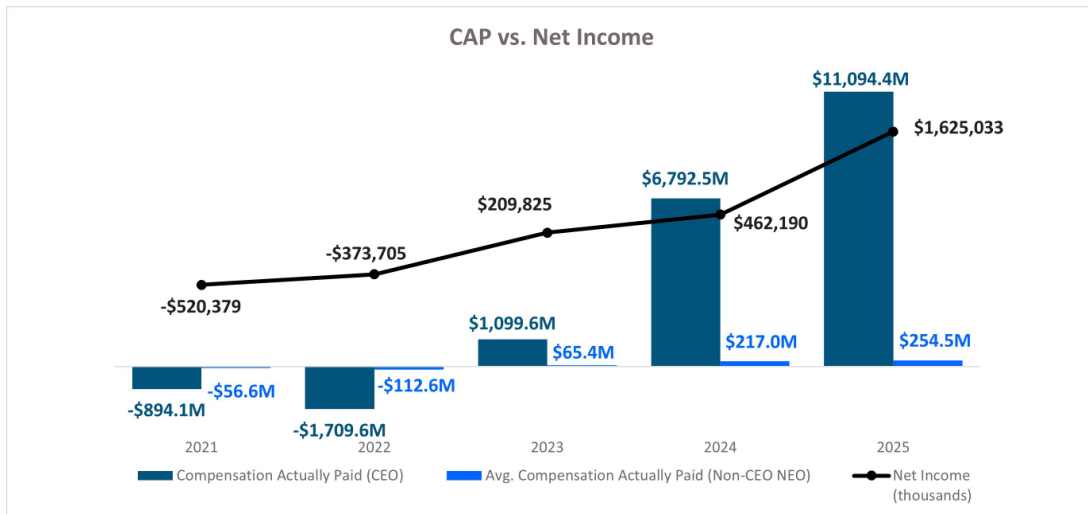
**Description of Relationship Between the Information Presented in the Pay versus Performance Table**

In accordance with the relevant rules, we are providing the following description of the relationships between the information presented in the Pay versus Performance table on CAP and each of cumulative total shareholder return ("TSR") and net income (loss).

**CAP and Cumulative TSR**



**CAP and Net Income (Loss)**



## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our capital stock as of April 6, 2026, for:

- each of our named executive officers;
- each of our directors;
- all of our directors and executive officers as a group; and
- each person known by us to be the beneficial owner of more than five percent of any class of our voting securities.

The amounts and percentages of Class A common stock, Class B common stock and Class F common stock beneficially owned are reported on the basis of the regulations of the SEC governing the determination of beneficial ownership of securities. Under these rules, a person is considered to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or to direct the voting of such security, or investment power, which includes the power to dispose of or to direct the disposition of such security and under these rules, more than one person may be considered to be a beneficial owner of the same securities. We have deemed shares of our Class A common stock and Class B common stock subject to stock options that are currently exercisable or exercisable within 60 days of April 6, 2026 assuming continued service through that period or issuable pursuant to RSUs which are subject to vesting and settlement conditions expected to occur within 60 days of April 6, 2026 assuming continued service through that period to be outstanding and to be beneficially owned by the person holding the stock option or RSU for the purpose of computing the percentage ownership of that person. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person, and we did not deem these shares to be outstanding or beneficially owned for the purpose of the calculation of percentage of votes (record date outstanding shares) in the table below. Unless otherwise indicated, the address of each beneficial owner is c/o Palantir Technologies Inc., 19505 Biscayne Boulevard, Suite 2350, Aventura, Florida 33180.

	Shares Beneficially Owned						Percentage of Votes (Record Date Outstanding Shares) % <sup>†</sup>
	Class A		Class B		Class F		
	Shares	%	Shares	%	Shares	%	
<b>Named Executive Officers and Directors:</b>							
Alexander Karp <sup>(1)</sup>	6,432,258	*	86,907,993	64.0	335,000	33.3	11.4 ††
Stephen Cohen <sup>(2)</sup>	592	*	36,048,506	29.4	335,000	33.3	3.0 ††
Shyam Sankar <sup>(3)</sup>	1,392,685	*	4,989,112	4.9	—	*	*
David Glazer <sup>(4)</sup>	783,370	*	—	*	—	*	*
Ryan Taylor <sup>(5)</sup>	219,421	*	2,307	*	—	*	*
Alexander Moore <sup>(6)</sup>	1,156,978	*	—	*	—	*	*
Alexandra Schiff <sup>(7)</sup>	186,965	*	10,000	*	—	*	*
Lauren Friedman Stat <sup>(8)</sup>	109,416	*	—	*	—	*	*
Peter Thiel <sup>(9)</sup>	68,871,556	3.0	29,128,444	29.1	335,000	33.3	7.9 ††
Eric Woersching <sup>(10)</sup>	2,348	*	—	*	—	*	*
All executive officers and directors (10 persons) <sup>(11)</sup>	79,155,589	3.4	157,086,362	98.3	1,005,000	100.0	50.8 ††
<b>Greater than 5% Stockholders:</b>							
BlackRock, Inc. <sup>(12)</sup>	158,217,849	6.9	—	*	—	*	3.5
<b>Founder Voting Control:</b>							
Shares subject to the Founder Voting Agreement <sup>(13)</sup>	20,166,475	*	149,121,982	94.2	—	*	20.4
Founder Voting Trust <sup>(14)</sup>	—	*	—	*	1,005,000	100.0	27.7
Designated Founders' Excluded Shares <sup>(15)</sup>	55,137,931	2.4	2,962,961	3.0	—	*	1.9
<b>Founder Total</b>	<b>75,304,406</b>	<b>3.3</b>	<b>152,084,943</b>	<b>96.1</b>	<b>1,005,000</b>	<b>100.0</b>	<b>49.999999</b>

\* Represents less than one percent (1%)

† Percentage of votes (record date outstanding shares) represents the percentage of the total votes attributable to all shares of our Class A common stock, Class B common stock and Class F common stock outstanding as of the record date, as though all such shares were voted with respect to a matter submitted to our

stockholders. With respect to Messrs. Cohen, Karp, and Thiel, the stated percentage is based on the votes attributable to all outstanding shares of Class A common stock and Class B common stock owned by them or their specified affiliates as of the close of business on the record date and does not include the votes attributable to the Class F common stock, except as shown in the row entitled “Founder Total” and as noted in footnotes 11 and 14 below. Each holder of our Class A common stock is entitled to one vote per share, each holder of our Class B common stock is entitled to 10 votes per share and each holder of our Class F common stock is entitled to a number of votes per share as described in the sections titled “*Questions and Answers about the Proxy Materials and our Annual Meeting—How many votes is each share entitled to for each proposal at the annual meeting?*” and “*Board of Directors and Corporate Governance—Voting Structure and Arrangements.*” Holders of our Class A common stock, Class B common stock and Class F common stock will vote together as one class on any matters submitted to a vote of our stockholders, except as otherwise expressly provided in our amended and restated certificate of incorporation or required by applicable law.

- †† Our Founders are party to the Founder Voting Agreement. The Founder Voting Agreement provides that all shares in respect of which our Founders or certain of their affiliates have granted a proxy and power of attorney in connection with such agreement will be voted, consented or not consented, as a whole, in the same manner as the shares of Class F common stock held in the Founder Voting Trust. Pursuant to the Founder Voting Agreement, voting power will be exercised pursuant to the instructions of our Founders who are then party to the Founder Voting Agreement pursuant to the terms of the Founder Voting Trust Agreement, so long as such Founders and certain of their affiliates meet the Ownership Threshold as of the applicable record date. For more information, please see the sections titled “*Questions and Answers about the Proxy Materials and our Annual Meeting—How many votes is each share entitled to for each proposal at the annual meeting?*” and “*Board of Directors and Corporate Governance—Voting Structure and Arrangements.*”
- (1) Shares beneficially owned includes (i) 6,432,258 shares of Class A common stock and 51,432,993 shares of Class B common stock held of record by Mr. Karp; (ii) 34,500,000 shares of Class B common stock subject to options exercisable within 60 days of April 6, 2026, all of which will be fully vested within 60 days of April 6, 2026; (iii) 975,000 shares of Class B common stock subject to RSUs for which the applicable vesting and settlement conditions will be satisfied within 60 days of April 6, 2026; and (iv) 335,000 shares of Class F common stock held in the Founder Voting Trust. Each of our Founders has sole investment power with respect to 335,000 shares of Class F common stock held in the Founder Voting Trust. Of the shares of Class A common stock held of record by Mr. Karp, 3,000,000 shares are pledged as collateral to secure certain personal debt arrangements.
  - (2) Shares beneficially owned includes (i) 592 shares of Class A common stock and 13,531,938 shares of Class B common stock held of record by Mr. Cohen; (ii) 21,841,568 shares of Class B common stock subject to options exercisable within 60 days of April 6, 2026, all of which will be fully vested within 60 days of April 6, 2026; (iii) 675,000 shares of Class B common stock subject to RSUs for which the applicable vesting and settlement conditions will be satisfied within 60 days of April 6, 2026; and (iv) 335,000 shares of Class F common stock held in the Founder Voting Trust. Each of our Founders has sole investment power with respect to 335,000 shares of Class F common stock held in the Founder Voting Trust.
  - (3) Shares beneficially owned includes (i) 642,786 shares of Class A common stock and 3,489,112 shares of Class B common stock held of record by Mr. Sankar; (ii) 749,899 shares of Class A common stock held of record by the Sankar Irrevocable Remainder Trust; (iii) 1,125,000 shares of Class B common stock subject to options exercisable within 60 days of April 6, 2026, all of which will be fully vested within 60 days of April 6, 2026; and (iv) 375,000 shares of Class B common stock subject to RSUs for which the applicable vesting and settlement conditions will be satisfied within 60 days of April 6, 2026.
  - (4) Shares beneficially owned includes (i) 353,553 shares of Class A common stock held of record by Mr. Glazer; (ii) 391,000 shares of Class A common stock subject to options exercisable within 60 days of April 6, 2026, all of which will be fully vested within 60 days of April 6, 2026; and (iii) 38,817 shares of Class A common stock subject to RSUs for which the applicable vesting and settlement conditions will be satisfied within 60 days of April 6, 2026.
  - (5) Shares beneficially owned includes (i) 180,604 shares of Class A common stock and 2,307 shares of Class B common stock held of record by Mr. Taylor and (ii) 38,817 shares of Class A common stock subject to RSUs for which the applicable vesting and settlement conditions will be satisfied within 60 days of April 6, 2026.
  - (6) Shares beneficially owned includes 1,154,630 shares of Class A common stock held of record by Mr. Moore and (ii) 2,348 shares of Class A common stock subject to RSUs for which the applicable vesting and settlement conditions will be satisfied within 60 days of April 6, 2026. Of the shares of Class A common stock held of record by Mr. Moore, 978,630 shares are pledged as collateral to secure certain personal debt arrangements.
  - (7) Shares beneficially owned includes (i) 184,617 shares of Class A common stock and 10,000 shares of Class B common stock held of record by Ms. Schiff and (ii) 2,348 shares of Class A common stock subject to RSUs for which the applicable vesting and settlement conditions will be satisfied within 60 days of April 6, 2026.
  - (8) Shares beneficially owned includes (i) 55,939 shares of Class A common stock held of record by Ms. Stat; (ii) 43,794 shares of Class A common stock held of record by Ms. Stat’s spouse; (iii) 7,335 shares held of record by a child’s 2025 gift trust; and (iv) 2,348 shares of Class A common stock subject to RSUs for which the applicable vesting and settlement conditions will be satisfied within 60 days of April 6, 2026.
  - (9) Shares beneficially owned includes (i) 20,823,993 shares of Class A common stock held of record by PLTR Holdings LLC (“PH”); (ii) 13,733,625 shares of Class A common stock and 26,165,483 shares of Class B common stock held of record by STS Holdings II LLC (“STS-II”); (iii) 34,260,451 shares of Class A common stock held of record by Rivendell 7 LLC (“RV-7”); (iv) 53,487 shares of Class A common stock and 2,962,961 shares of Class B common stock held of record by Rivendell 25 LLC (“RV-25”); and (v) 335,000 shares of Class F common stock held in the Founder Voting Trust. Each of our Founders has sole investment power with respect to 335,000 shares of Class F common stock held in the Founder Voting Trust. Mr. Thiel is the sole beneficial owner of each of STS-II, RV-7, RV-25, and PH and may be deemed to have sole voting and investment power over the shares held by such limited liability companies. Shares of common stock held by certain entities affiliated with Mr. Thiel are subject to the Founder Voting Agreement, and as such will be included in the voting power shared by our Founders. Shares of our capital stock held by certain entities affiliated with Mr. Thiel, as controlled affiliates of Mr. Thiel, may also become subject to the Founder Voting Agreement, subject to exclusion pursuant to the terms of our amended and restated certificate of incorporation and the Founder Voting Agreement. Of the shares of Class A common stock beneficially owned by Mr. Thiel, 10,635,784 shares are pledged as collateral to secure certain personal debt arrangements.
  - (10) Shares beneficially owned includes 2,348 shares of Class A common stock subject to RSUs for which the applicable vesting and settlement conditions will be satisfied within 60 days of April 6, 2026.
  - (11) Shares beneficially owned includes (i) 78,677,563 shares of Class A common stock; (ii) 97,594,794 shares of Class B common stock; (iii) 1,005,000 shares of Class F common stock; (iv) 391,000 shares of Class A common stock subject to options exercisable within 60 days of April 6, 2026, all of which will be fully vested within 60 days of April 6, 2026; (v) 57,466,568 shares of Class B common stock subject to options exercisable within 60 days of April 6, 2026, all of which will be fully vested within 60 days of April 6, 2026; (vi) 87,026 shares of Class A common stock subject to RSUs for which the applicable vesting and settlement conditions will be satisfied within 60 days of April 6, 2026; and (vii) 2,025,000 shares of Class B common stock subject to RSUs for which the applicable vesting and settlement conditions will be satisfied within 60 days of April 6, 2026. Percentage of votes (record date outstanding shares) for all directors and executive officers as a group is based on the votes attributable to all outstanding shares of Class A common stock and Class B common stock owned by them or their specified affiliates as of the close of business on the record date and also includes the votes attributable to the Class F common stock.
  - (12) Based on information reported by BlackRock, Inc. (“BlackRock”) on Schedule 13G/A filed with the SEC on November 8, 2024. Of the shares of Class A common stock beneficially owned, BlackRock reported that it had shared voting power with respect to zero shares, sole voting power with respect to 145,607,103 shares, shared dispositive power with respect to zero shares, and sole dispositive power with respect to 158,217,849 shares. BlackRock listed its address as 50 Hudson Yards, New York, NY 10001.
  - (13) Shares of Class A common stock and Class B common stock subject to the Founder Voting Agreement include (i) 20,166,475 shares of Class A common stock and (ii) 91,130,414 shares of Class B common stock. In addition, pursuant to proxies and powers of attorney granted by our Founders or their affiliates in connection with the Founder Voting Agreement, the following shares will be subject to the Founder Voting Agreement upon vesting and settlement or exercise, as applicable: (a) 56,341,568 shares of Class B common stock subject to options exercisable within 60 days of April 6, 2026, all of which will be fully vested within 60 days of April 6, 2026, and (b) 1,650,000 shares of Class B common stock subject to RSUs for which the applicable vesting and settlement conditions will be satisfied within 60 days of April 6, 2026.
  - (14) Shares held in the Founder Voting Trust include 1,005,000 shares of Class F common stock held in the Founder Voting Trust, with respect to which the Founder Voting Trust has sole voting power. Shares of our capital stock held in the Founder Voting Trust will be voted by the Trustee based on the instructions of our Founders who are then party to the Founder Voting Agreement pursuant to the terms of the Founder Voting Trust Agreement. For more information, please see the section titled “*Board of Directors and Corporate Governance—Voting Structure and Arrangements.*”
  - (15) As of April 6, 2026, Mr. Thiel had identified a portion of the shares of Class A common stock and Class B common stock beneficially owned by him and his affiliates as Designated Founders’ Excluded Shares, which will not be subject to the Founder Voting Agreement. Such Designated Founders’ Excluded Shares will reduce the total voting power of the Class F common stock. For more information regarding the voting power of these Designated Founders’ Excluded Shares with respect to the matters to be voted on at the annual meeting, please refer to the section titled “*Board of Directors and Corporate Governance—Voting Structure and Arrangements.*”

## CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

The following is a description of each transaction since the beginning of our last fiscal year, and each currently proposed transaction, in which:

- we have been or are to be a participant;
- the amount involved exceeded or exceeds \$120,000; and
- any of our directors (including director nominees), executive officers, or beneficial holders of more than 5% of any class of our voting securities, or any immediate family member of, or person sharing the household with, any of these individuals or entities, had or will have a direct or indirect material interest.

### ***Commercial Arrangements***

Mr. Thiel, a member of our Board of Directors, is president of an investment firm and a partner of a venture capital firm, and serves on the investment committees of certain other venture capital firms. As a result, he has extensive holdings in, and therefore may be deemed to have beneficial ownership of, private and public companies where he is not involved in management or daily operations. From time to time, in the ordinary course of business, we engage in commercial transactions with companies in which Mr. Thiel holds, or may be deemed to be the beneficial owner of, more than 10% of the outstanding shares through his related entities, but Mr. Thiel does not have a material interest in such transactions.

We have a commercial relationship with each of Anduril Industries, Inc. (“Anduril”) and Memoir, Inc. (d.b.a. Chapter) (“Chapter”). Mr. Thiel may be deemed to have shared voting, investment, and dispositive power with respect to more than 10% of each of Anduril and Chapter through Mr. Thiel’s related entities. During the year ended December 31, 2025, (i) we received payments of \$17.66 million for our products and services from Anduril, and (ii) we received payments of \$167,782 for our products and services from Chapter. We also invested \$40 million in Anduril’s Series G preferred stock financing in 2025, which represented less than 1% ownership of each of Anduril’s outstanding preferred stock and aggregate outstanding stock as of December 31, 2025. As a Series G preferred stockholder, we were provided with certain rights associated with Series G preferred stock, including certain dividend, anti-dilution, voting and registration rights, and entered into an investors’ rights agreement, among other financing-related documents.

### ***Aircraft Arrangement***

Given the nature of our business and Mr. Karp’s leadership role as our Chief Executive Officer and a member of our Board of Directors, it has been determined that Mr. Karp should fly on non-commercial aircraft when traveling, as supported by an independent security study on which our overall security program is based. Mr. Karp beneficially owns an aircraft (referred to as the “executive’s aircraft”) that is used from time to time by Mr. Karp and certain of our other personnel for business travel. We either reimburse Mr. Karp directly (generally in the case of travel within the United States), or we purchase hours from a third-party aviation company (the “aviation company”), which operates the executive’s aircraft, pursuant to a charter agreement we entered into with the aviation company. These payment arrangements were reviewed and approved by our audit committee, including various hourly rates to be charged regardless of payment mechanism (reimbursement or through the charter agreement), which have decreasing incremental rates the greater the number of hours flown on the executive’s aircraft per year, based upon an independent, third party review and analysis of comparable chartered aircraft that showed that the highest of these rates was at or below market rates for the charter of similar aircraft. From January 1, 2025 through December 31, 2025, we incurred expenses of approximately \$17.2 million for the use of the executive’s aircraft. This amount includes certain costs related to the use of the executive’s aircraft pursuant to the security program noted above in connection with Mr. Karp’s personal travel, as described in the Fiscal 2025 Summary Compensation Table above.

### ***Other Related Party Transactions***

Since January 1, 2025, we sold items of personal property to Mr. Karp for an aggregate purchase price of \$358,275. In accordance with our policy regarding related person transactions, independent fair market value appraisals were obtained to determine the selling prices of such items, and the Audit Committee approved the transaction.

### ***Limitation of Liability and Indemnification of Officers and Directors***

Our amended and restated certificate of incorporation contains provisions that limit the liability of our directors for monetary damages to the fullest extent permitted by the Delaware General Corporation Law. Consequently, our directors will not be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for the following:

- any breach of their duty of loyalty to Palantir or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or
- any transaction from which they derived an improper personal benefit.

Any amendment to, or repeal of, these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission, or claim that occurred or arose prior to that amendment or repeal. If the Delaware General Corporation Law is amended to provide for further limitations on the personal liability of directors of corporations, then the personal liability of our directors will be further limited to the greatest extent permitted by the Delaware General Corporation Law, as so amended.

In addition, our amended and restated bylaws provide that we will indemnify, to the fullest extent permitted by law, any person who is or was a party or is threatened to be made a party to any action, suit, or proceeding by reason of the fact that they are or were one of our directors or officers or is or was serving at our request as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise. Our amended and restated bylaws provide that we may indemnify to the fullest extent permitted by law any person who is or was a party or is threatened to be made a party to any action, suit, or proceeding by reason of the fact that they are or were one of our employees or agents or is or was serving at our request as an employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. Our amended and restated bylaws also provide that we must advance expenses incurred by or on behalf of a director or officer in advance of the final disposition of any action or proceeding, subject to limited exceptions.

Further, we have entered into or will enter into indemnification agreements with each of our directors and executive officers that may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification agreements require us, among other things, to indemnify our directors and executive officers against liabilities that may arise by reason of their status or service. These indemnification agreements also require us to advance all expenses incurred by the directors and executive officers in investigating or defending any such action, suit, or proceeding. We believe that these agreements are necessary to attract and retain qualified individuals to serve as directors and executive officers.

The limitation of liability and indemnification provisions that are included in our amended and restated certificate of incorporation, amended and restated bylaws, and in indemnification agreements that we have entered into or will enter into with our directors and executive officers may discourage stockholders from bringing a lawsuit against our directors and executive officers for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against our directors and executive officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholder's investment may be adversely affected to the extent that we pay the costs of settlement and damage awards against directors and executive officers as required by these indemnification provisions.

We have obtained insurance policies under which, subject to the limitations of the policies, coverage is provided to our directors and executive officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or executive officer, claims relating to public securities matters, and to us with respect to

payments that may be made by us to these directors and executive officers pursuant to our indemnification obligations or otherwise as a matter of law.

Certain of our non-employee directors may, through their relationships with their employers, be insured or indemnified against certain liabilities incurred in their capacity as members of our Board of Directors.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, or persons controlling Palantir pursuant to the foregoing provisions, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

#### **Policies and Procedures for Related Person Transactions**

We have adopted a formal, written policy regarding related person transactions. This written policy regarding related person transactions provides that a related person transaction is a transaction, arrangement, or relationship or any series of similar transactions, arrangements, or relationships, in which we are a participant and in which a related person has, had, or will have a direct or indirect material interest and in which the aggregate amount involved exceeds \$120,000. For purposes of this policy, a related person means any of our executive officers and directors (including director nominees), in each case at any time since the beginning of our last fiscal year, or holders of more than 5% of any class of our voting securities, and any member of the immediate family of, or person sharing the household with, any of the foregoing persons.

Our Audit Committee has the primary responsibility for reviewing and approving, ratifying or disapproving related person transactions. In determining whether to approve, ratify, or disapprove any such transaction, our Audit Committee will consider, among other factors, whether the related person transaction would affect the independence of any director and is on terms that reflect an arms-length transaction – in other words, terms that are no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, as well as the extent of the related person's interest in the transaction.

The policy deems certain transactions to not be related party transactions including (1) certain compensation arrangements for our directors or executive officers; (2) transactions with another company at which a related person's only relationship is as a non-executive employee, director, or beneficial owner of less than 10% of that company's shares, provided that the aggregate amount involved in such transaction does not exceed the greater of \$200,000 or 5% of that company's total annual revenues and that the transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances; (3) transactions where a related person's interest arises solely from the ownership of our common stock and all holders of our common stock received the same benefit on a pro rata basis; (4) charitable contributions by us to a charitable organization, foundation, or university at which a related person's only relationship is as a non-executive employee or director, provided that the aggregate amount involved does not exceed the greater of \$200,000 or 5% of such organization's consolidated gross revenues; (5) any transaction available to U.S. employees generally; and (6) any other transaction where disclosure of such transaction would not be required pursuant to Item 404 of Regulation S-K. In addition to our policy, our Audit Committee charter provides that our Audit Committee shall review and oversee any related person transactions.

## OTHER MATTERS

### Stockholder Proposals or Director Nominations for 2027 Annual Meeting

If a stockholder would like us to consider including a proposal in our Proxy Statement for our 2027 annual meeting pursuant to Rule 14a-8 of the Exchange Act, then the proposal must be received by our corporate secretary at our corporate headquarters on or before December 25, 2026. In addition, stockholder proposals must comply with the requirements of Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Palantir Technologies Inc.  
Attention: Corporate Secretary  
19505 Biscayne Boulevard, Suite 2350  
Aventura, Florida 33180

Our amended and restated bylaws also establish an advance notice procedure for stockholders who wish to present a proposal or nominate a director at an annual meeting, but do not seek to include the proposal or director nominee in our Proxy Statement. In order to be properly brought before our 2027 annual meeting, the stockholder must provide timely written notice to our corporate secretary at our corporate headquarters, and any such proposal or nomination must constitute a proper matter for stockholder action. The written notice must contain the information specified in our amended and restated bylaws. To be timely, a stockholder's written notice must be received by our corporate secretary at our corporate headquarters:

- no earlier than 8:00 a.m., Eastern time, on February 3, 2027; and
- no later than 5:00 p.m., Eastern time, on March 5, 2027.

In the event that we hold our 2027 annual meeting more or less than 25 days from the one-year anniversary of this year's annual meeting, then such written notice must be received by our corporate secretary at our corporate headquarters:

- no earlier than 8:00 a.m., Eastern time, on the 120th day prior to the day of our 2027 annual meeting, and
- no later than 5:00 p.m., Eastern time, on the 10th day following the day on which public announcement of the date of the annual meeting is first made by us.

If a stockholder who has notified us of his, her, or its intention to present a proposal at an annual meeting of stockholders does not appear to present his, her, or its proposal at such annual meeting, then we are not required to present the proposal for a vote at such annual meeting.

In addition, to comply with Rule 14a-19 of the Exchange Act, stockholders must provide notice of the intent to solicit proxies in support of director nominees (other than our nominees) for the 2027 annual meeting by notifying our corporate secretary no later than April 5, 2027. Please note that the notice requirement under Rule 14a-19 is in addition to the applicable notice requirements under the advance notice provisions of our amended and restated bylaws as described above.

### Availability of Bylaws

A copy of our amended and restated bylaws may be obtained by accessing our filings on the SEC's website at [www.sec.gov](http://www.sec.gov). You may also contact our corporate secretary at our corporate headquarters for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

### 2025 Annual Report

Our financial statements for our fiscal year ended December 31, 2025 are included in our annual report, which we will make available to stockholders at the same time as this Proxy Statement. Our proxy materials and our annual report are posted on our website at <https://investors.palantir.com> and are available from the SEC at its website at [www.sec.gov](http://www.sec.gov). **You may also obtain a copy of our annual report, free of charge, by sending a written request to Palantir Technologies Inc., 19505 Biscayne Boulevard, Suite 2350, Aventura, Florida 33180, Attention: Investor Relations.**

Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this Proxy Statement, and references to our website address in this Proxy Statement are inactive textual references only.

\* \* \*

Our Board of Directors does not know of any other matters to be presented at the annual meeting. If any additional matters are properly presented at the annual meeting, the persons named in the proxy will have discretion to vote the shares of our common stock they represent in accordance with their own judgment on such matters.

It is important that your shares be represented at the annual meeting, regardless of the number of shares that you hold. You are, therefore, urged to vote as promptly as possible to ensure your vote is recorded.

**BOARD OF DIRECTORS**

Aventura, Florida  
April 24, 2026