

# BOREALIS FOODS INC.

## CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

(Adopted as of February 7, 2024)

### I. Purpose

The Compensation Committee (the “**Compensation Committee**”) of Borealis Foods Inc. (the “**Company**”) is appointed by the Board of Directors (the “**Board**”) of the Company for the purposes of, among other things, (a) discharging the Board’s responsibilities relating to the compensation of the Company’s chief executive officer (the “**CEO**”) and other executive officers of the Company, (b) administering or delegating the power to administer the Company’s incentive compensation and equity-based compensation plans, and (c) if required by applicable rules and regulations, issuing a “Compensation Committee Report” to be included in the Company’s annual report on Form 10-K or proxy statement, as applicable.

### II. Compensation Committee Membership

The Compensation Committee shall be comprised of no fewer than three members (including a chairperson (the “**Chairperson**”)), absent a temporary vacancy, all of whom shall be “independent directors,” as such term is defined in the rules and regulations of the Nasdaq Stock Market, except that the Compensation Committee may have as one of its members a “non-independent director” under exceptional and limited circumstances pursuant to the exemption under the Nasdaq Stock Market. At least two of the Compensation Committee members shall be “non-employee directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934 (the “**Exchange Act**”).

The members of the Compensation Committee and the Chairperson shall be selected not less frequently than annually by the Board and serve at the pleasure of the Board. A Compensation Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board.

The Compensation Committee shall have authority to delegate any of its responsibilities to one or more subcommittees as the Compensation Committee may from time to time deem appropriate. If at any time the Compensation Committee includes a member who is not a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act, then a subcommittee comprised entirely of individuals who are “non-employee directors” may be formed by the Compensation Committee for the purpose of ratifying any grants of awards under any incentive or equity-based compensation plan for the purposes of complying with the exemption requirements of Rule 16b-3 of the Exchange Act; provided that any such grants shall not be contingent on such ratification.

### III. Meetings

The Compensation Committee shall meet as often as necessary, but at least two times each year, to enable it to fulfill its responsibilities. The Compensation Committee shall meet at the call of its

chairperson or a majority of its members. The Compensation Committee may meet by telephone conference call or by any other means permitted by law or the Company's bylaws. A majority of the members of the Compensation Committee shall constitute a quorum. The Compensation Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Compensation Committee may act by unanimous written consent of all members in lieu of a meeting. The Compensation Committee shall determine its own rules and procedures, including designation of a Chairperson *pro tempore* in the absence of the Chairperson, and designation of a secretary. The secretary need not be a member of the Compensation Committee and shall attend Compensation Committee meetings and prepare minutes. The Secretary of the Company shall be the Secretary of the Compensation Committee unless the Compensation Committee designates otherwise. The Compensation Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Compensation Committee minutes if requested.

The Compensation Committee may ask members of management, employees, outside counsel, or others whose advice and counsel are relevant to the issues then being considered by the Compensation Committee to attend any meetings (or a portion thereof) and to provide such pertinent information as the Compensation Committee may request.

The Chairperson shall be responsible for leadership of the Compensation Committee, including preparing the agenda which shall be circulated to the members prior to the meeting date, presiding over Compensation Committee meetings, making Compensation Committee assignments, and reporting the Compensation Committee's actions to the Board. Following each of its meetings, the Compensation Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Compensation Committee at the meeting.

If at any time during the exercise of his or her duties on behalf of the Compensation Committee, a Compensation Committee member has a direct conflict of interest with respect to an issue subject to determination or recommendation by the Compensation Committee, such Compensation Committee member shall abstain from participation, discussion, and resolution of the instant issue, and the remaining members of the Compensation Committee shall advise the Board of their recommendation on such issue. The Compensation Committee shall be able to make determinations and recommendations even if only one Compensation Committee member is free from conflicts of interest on a particular issue.

#### **IV. Compensation Committee Authority and Responsibilities**

In addition to such other duties as the Board may from time to time assign, the Compensation Committee shall:

- Oversee risks relating to and arising from the Company's compensation programs and practices;
- Establish, review, and approve the overall executive compensation philosophy and policies of the Company, including the establishment, if deemed appropriate, of performance-based

incentives that support and reinforce the Company's long-term strategic goals, organizational objectives, and stockholder interests;

- Review and approve the Company's goals and objectives relevant to the compensation of the CEO, annually evaluate the CEO's performance in light of those goals and objectives and, based on this evaluation, determine the CEO's compensation level, including, but not limited to, salary, bonus or bonus target levels, long and short-term incentive and equity compensation, retirement plans, and deferred compensation plans as the Compensation Committee deems appropriate. In determining the long-term incentive component of the CEO's compensation, the Compensation Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years. The CEO shall not be present during voting and deliberations relating to CEO compensation;
- Determine the compensation of all other executive officers, including, but not limited to, salary, bonus or bonus target levels, long and short-term incentive and equity compensation, retirement plans, and deferred compensation plans, as the Compensation Committee deems appropriate. Members of senior management may report on the performance of the other executive officers of the Company and make compensation recommendations to the Compensation Committee, which will review and, as appropriate, approve the compensation recommendations;
- Receive and evaluate performance target goals for the senior officers and employees (other than executive officers) and review periodic reports from the CEO as to the performance and compensation of such senior officers and employees;
- Administer or delegate the power to administer the Company's incentive and equity-based compensation plans, including the grant of stock options, restricted stock, stock appreciation rights, deferred share units, share units, dividend share units, and other equity awards under such plans;
- Review and make recommendations to the Board with respect to the adoption of, and amendments to, incentive compensation and equity-based plans and approve for submission to the stockholders all new equity compensation plans that must be approved by stockholders pursuant to applicable law;
- Review and approve any annual or long-term cash bonus or incentive plans in which the executive officers of the Company may participate;
- Review and approve for the CEO and the other executive officers of the Company any employment agreements, severance arrangements, and change in control agreements or provisions;
- Review and discuss with the Company's management the Compensation Discussion and Analysis set forth in Securities and Exchange Commission Regulation S-K, Item 402, if required, and, based on such review and discussion, determine whether to recommend to

the Board of Directors of the Company that the Compensation Discussion and Analysis be included in the Company's annual report or proxy statement for the annual meeting of stockholders;

- Provide the Compensation Committee Report for the Company's annual report or proxy statement for the annual meeting of stockholders, if required; and
- Conduct an annual performance evaluation of the Compensation Committee. In conducting such review, the Compensation Committee shall evaluate and address all matters that the Compensation Committee considers relevant to its performance, including at least the following: (a) the adequacy, appropriateness, and quality of the information received from management or others; (b) the manner in which the Compensation Committee's recommendations were discussed or debated; (c) whether the number and length of meetings of the Compensation Committee were adequate for the Compensation Committee to complete its work in a thorough and thoughtful manner; and (d) whether this Charter appropriately addresses the matters that are or should be within its scope.

## **V. Authority**

The Compensation Committee has the authority, to the extent it deems appropriate, to conduct or authorize investigations into or studies of matters within the Compensation Committee's scope of responsibilities and to retain one or more compensation consultants to assist in the evaluation of CEO or executive compensation or other matters. The Compensation Committee shall have the sole authority to retain and terminate any such consulting firm, to obtain the advice of such firm, and to approve the firm's fees and other retention terms. The Compensation Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Compensation Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain legal counsel or other advisors. In retaining compensation consultants, outside counsel, and other advisors, the Compensation Committee must take into consideration factors specified in the Nasdaq Stock Market listing rules. The Company will provide for appropriate funding, as determined by the Compensation Committee, for payment of any such investigations or studies and the compensation to any consulting firm, legal counsel, or other advisors retained by the Compensation Committee.

Effective as of February 7, 2024.