

MOBIX LABS, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

ORGANIZATION AND MEMBERSHIP

This Charter governs the operations of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Mobix Labs, Inc. (the “Company”). The Committee shall be appointed by the Board and shall be comprised of at least two directors, each of whom shall meet the independence requirements of The Nasdaq Stock Market, Inc. (“Nasdaq”) and the rules and regulations of the Securities and Exchange Commission (the “SEC”). In addition, at least two members of the Committee shall also be “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. In fulfilling its responsibilities, the Committee may delegate its responsibilities to a subcommittee consisting of members of the Committee and, to the extent not expressly reserved to the Committee by the Board or by applicable law, rule or regulation, to any other committee consisting entirely of directors who meet the independence requirements of Nasdaq and the rules and regulations of the SEC. Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

STATEMENT OF POLICY

The Committee shall assist the Board with respect to the Company’s compensation programs and compensation of the Company’s Chief Executive Officer (“CEO”) and other executive officers (together with the CEO, the “Executive Officers”). While the Committee has specific responsibilities and duties, as outlined below, its primary responsibility is to oversee matters relating to executive compensation and any other matters properly delegated to it by the Board.

Chair

Unless a chairperson (the “Chair”) is elected by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. Each meeting will be presided over by the Chair or, in the event that the Chair is not present at a meeting, the Committee members present at such meeting shall designate one of the Committee members as the acting chair of the meeting.

Meetings

The Committee shall meet periodically, and special meetings may be called when circumstances require. The Committee may meet in person, by telephone or video conference call. The Chair of the Committee, a majority of the members of the Committee, or the Secretary of the Company may call meetings of the Committee. The Committee shall record and keep minutes of

all Committee meetings. The Committee's policies and procedures shall remain flexible, but consistent with the Bylaws of the Company and this Charter. The Committee may meet in executive session, without management present, on any matter it deems appropriate, at its discretion.

Quorum and Voting

A majority of the Committee's members will constitute a quorum. At any meeting of the Committee, the decision of a majority of the members present and voting will be determinative as to any matter submitted to a vote. The Committee may also act by unanimous written consent, which may be provided electronically.

Report to the Board

The Committee will report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

RESPONSIBILITIES AND DUTIES

The following shall be the principal duties of the Committee in carrying out its responsibilities. The duties are set forth as a guide with the understanding that the Committee may supplement or alter the duties as appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best handle changing conditions.

The Committee shall:

Compensation for Executive Officers/Non-Employee Directors and Officer Selection

- Establish, review and approve the overall executive compensation policies of the Company.
- Review and approve the Company's goals and objectives relevant to the compensation of the Executive Officers, including annual performance objectives.
- Evaluate the performance of the Executive Officers in light of established goals and objectives. Based on such evaluation, determine and approve compensation, including annual salary, annual incentives (bonuses), long-term incentive and other benefits, direct and indirect, of the Executive Officers. The Company's CEO may not be present during deliberations or voting regarding compensation of such CEO.
- Review and recommend to the Board the compensation paid to the Company's non-employee directors.
- Review, adopt, amend and terminate incentive compensation, consulting, severance agreements, profit sharing plans, bonus plans, change-of-control protections and any other compensatory arrangements for the Company's Executive Officers.

- Review, evaluate and recommend to the Board, together with input from the Nominating Committee, the development of succession plans for the Executive Officers.
- Review the results of any advisory stockholder votes on executive compensation (“say-on-pay votes”), and any other feedback gathered through the Company’s ongoing stockholder outreach that may be in effect from time-to-time, and consider whether to make or recommend adjustments to the Company’s executive compensation policies and practices as a result of such votes and other stockholder feedback.
- Recommend for approval by the Board how frequently the Company should conduct say-on-pay votes. This review should take into account the most recent stockholder advisory vote on the frequency of say-on-pay resolutions at the Company.
- Review, approve and/or make recommendations to the Board with respect to any Company policy or procedure relating to Executive Officer or director compensation, such as, any clawback policy, stock ownership guidelines or pledging or hedging policy.

Monitoring Compensation Plans

- Perform duties delegated to the Committee by the Board under various executive compensation plans.
- Administer the Company’s incentive compensation plans for Executive Officers and all equity-based plans and other benefit programs.
- Have the authority, in its sole discretion, to retain, obtain, select, oversee, terminate and/or replace, as needed, compensation and benefits consultants, legal counsel or other advisors as it determines appropriate to assist it in the full performance of its functions, and is directly responsible for the appointment, compensation, and oversight of the work of such consultant, counsel, or other adviser retained by the Committee. The Company provides for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such consultant, counsel or other adviser. The Committee may select, or receive advice from, a compensation consultant, legal counsel, or other adviser only after taking into consideration the factors prescribed by Nasdaq rules. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

Compensation Disclosures

- Review and discuss with management the Company’s Compensation Discussion and Analysis required to be disclosed by federal securities law or any other applicable law and, based on this review and discussion, recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company’s annual report, proxy statement or information statement.
- In accordance with applicable federal securities laws, prepare the Compensation Committee Report to be included in the Company’s proxy or annual report.

Review Compensation Committee Charter

- Review and reassess this charter at least annually and recommend any changes to the Board for approval.

Self-Evaluation

- On at least an annual basis, conduct a self-evaluation of the Committee’s performance.

Risk Assessment

- Be responsible for overseeing and evaluating the management of risks related to the Company’s compensation plans and policies.

Adopted December 21, 2023