

# TRYFACTA, INC.

## COMPENSATION COMMITTEE CHARTER

*(Adopted and approved by Board of Directors on November 26, 2025, and effective as of the Company's listing date)*

### 1. Purpose

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Tryfacta, Inc. (the "Company") is to assist the Board in discharging its responsibilities relating to the Company's compensation philosophy and the compensation of the Company's CEO and other executive officers. The Company's compensation programs shall be designed to attract, motivate, and retain talented executives, be competitive, pay for performance, and align the interests of executives with the long-term interests of stockholders.

### 2. Membership & Organization

- The Committee shall consist of at least three members. Each member shall meet the independence requirements of the applicable stock exchange and any other relevant regulations.

### 3. Responsibilities

The Committee shall:

- **Executive Compensation:**
  - Set the compensation of the CEO based on an evaluation of their performance.
  - In consultation with the CEO, review and approve the compensation of the other executive officers.
  - Establish performance goals and objectives for the CEO and other executive officers.
  - Approve employment agreements, severance arrangements, and change-in-control provisions for the CEO and other executive officers.
- **Incentive Plans:** Administer the Company's cash and equity-based incentive plans and oversee all compensation and benefit programs.
- **Director Compensation:** Review on a periodic basis and make recommendations to the Board regarding the compensation of non-employee directors.
- **Risk Assessment:** Review the Company's major compensation-related risk exposures and assess whether compensation policies create risks that are reasonably likely to have a material adverse effect on the Company.
- **Succession Planning:** Periodically review and discuss with the CEO and the Board the development and succession plans for senior management.
- **Reporting:**
  - When applicable, review and discuss the "Compensation Discussion and Analysis" (CD&A) with management and recommend its inclusion in the Company's annual report.
  - When applicable, produce the Committee's report for inclusion in the Company's annual report.
- **Charter Review:** Annually review and assess the adequacy of this charter and its own performance.

The CEO will not be present for voting or deliberations on the CEO's compensation.

#### **4. Authority**

The Committee shall have:

- The authority to delegate responsibilities to subcommittees as appropriate.
- The sole authority to retain, terminate, and approve fees for any compensation consultant, legal counsel, or other advisor. The Committee must take into account the independence of any such advisors before selection.

#### **5. Meetings & Minutes**

The Committee shall meet at least two times per year and maintain written minutes of its meetings.