INNVENTURE, INC.
COMPENSATION COMMITTEE CHARTER

(ADOPTED EFFECTIVE AS OF OCTOBER 2, 2024)

I. PURPOSE

The purpose of the Compensation Committee (the "***Committee***") is to assist the Board of Directors (the "***Board***" or "***Board of Directors***") of Innventure, Inc. (the "***Company***") in carrying out the Board's overall responsibility relating to organizational development and executive and director compensation.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of a minimum of two directors designated by the Board, each of whom shall be an "Independent Director" under the rules of the Nasdaq Stock Market ("***Nasdaq***"), or any other stock exchange on which the Company's shares are listed or traded and applicable law, and independent for purposes of compensation committee membership under the rules of Nasdaq. Each member of the Committee will be a non-employee director within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"). Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

The Board of Directors may appoint one member to be the Chair of the Committee. If the Board fails to appoint a Chair, the members of the Committee shall elect a Chair by majority vote of all members. The Chair will chair all regular sessions of the Committee and set the agenda for Committee meetings.

The members of the Committee shall serve until their earlier resignation, death or removal or until their successors shall be duly elected and qualified. Any member may be removed, with or without cause, by the Board of Directors at any time.

III. COMMITTEE MEETINGS

The Committee shall meet at least quarterly, or more frequently as it deems appropriate and as circumstances dictate. Meetings may take place in person or by teleconference, videoconference or other means of electronic communication permitted under Delaware law. The Chair of the Committee shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Chair of the Committee or a majority of the Committee members may call a meeting of the Committee at any time. Except as otherwise provided by law, the presence of a majority of the then- appointed members of the

Committee shall constitute a quorum for the transaction of business, and in every case where a quorum is present, the affirmative vote of a majority of the members of the Committee present shall be the act of the Committee. The Chair of the Committee shall supervise the conduct of the meetings and shall have such other responsibilities as the Committee may designate from time to time. The Committee may invite management, including management directors, to all or any portion of a meeting of the Committee in its discretion. Minutes of each meeting and each written consent to action taken without a meeting will be prepared by such person as may be designated by the Chair of the Committee and will be circulated to the Board.

IV. RESPONSIBILITIES

1. The Committee shall review the Company's executive compensation programs to ensure the attraction, retention and appropriate reward of executive officers (those individuals included within the definition of "Executive Officer" set forth in Rule 3b-7 and the definition of "Officer" set forth in Rule 16a-1 of the Exchange Act), to motivate their performance in the achievement of the Company's business objectives, and to align the interest of executive officers with the long-term interests of the Company's stockholders.

2. The Committee shall annually review and make recommendations to the independent directors on the Board regarding the corporate goals and objectives applicable to the compensation of the chief executive officer ("***CEO***"), evaluate at least annually the CEO's performance in light of those goals and objectives, and recommend to the independent directors for their determination and approval the CEO's compensation level based on this evaluation. The CEO cannot be present during any voting or deliberation by the Committee on his or her compensation.

3. The Committee shall review and approve, for the Company's executive officers other than the CEO, annual compensation for such officers, including salary, bonus and equity and non-equity incentive compensation based on recommendations from the CEO.

4. The Committee shall recommend to the independent directors for their approval, the initial compensation for any newly hired or promoted CEO and any employment agreement with the CEO.

5. The Committee shall approve, based on recommendations from the CEO, the initial compensation for any newly hired or promoted executive officer.

6. The Committee shall review and administer the Company's equity and non-equity incentive compensation and other plans and recommend changes in such plans to the Board as needed or appropriate. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.

7. The Committee shall review and approve all grants, awards and payouts, and the terms and conditions thereof, under the Company's equity incentive-based plans and the terms of, and review and approve awards under, other incentive compensation plans that the Company establishes for, or makes available to, the Company's officers and other employees and consultants. The Committee shall recommend to the independent directors for their approval such grants and awards to be made to the CEO. The Committee shall review and set performance goals,

as applicable, under the Company's equity and non-equity incentive compensation plans. The CEO cannot be present during any voting or deliberation on his or her compensation.

8. The Committee shall oversee the Company's Executive and Director Stock Ownership Guidelines including, at the Committee's discretion, any amendments to or termination of the Executive and Director Stock Ownership Guidelines.

9. The Committee shall review and approve any severance agreements, change of control agreements or similar agreements that are entered into between the Company and its executive officers other than the CEO.

10. The Committee shall review and approve the adoption of or revision to any clawback policy allowing the Company to recoup compensation paid to or received by officers and other employees.

11. The Committee shall review and evaluate the 401(k) and other benefit plans established by the Company for officers and other employees and approve recommendations of management regarding such plans.

12. The Committee shall assist the Board in overseeing the development, implementation, and effectiveness of the Company's strategies and policies regarding human resources and talent management and development and succession planning related to critical roles.

13. The Committee shall oversee a periodic review and make recommendations to the Board on director compensation.

14. The Committee shall ensure that a report on executive compensation is prepared for inclusion in the Company's annual proxy statement in accordance with applicable U.S. Securities and Exchange Commission (the "***SEC***") rules and regulations.

15. When applicable, the Committee shall review and discuss with management the Compensation Discussion & Analysis ("***CD&A***") required by the SEC and recommend to the Board that the CD&A be included in the Company's annual proxy statement.

16. When applicable, the Committee shall review and consider the advisory votes of stockholders regarding the Company's compensation policies and practices as described in the Company's annual proxy statement.

17. The Committee shall review the risks associated with the Company's compensation policies and practices, including an annual review of the Company's risk assessment of its compensation policies and practices for its employees.

18. At each regular Board meeting, the Committee shall report on the Committee's activities.

19. The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with the Charter of the Committee. In addition, the Committee shall annually review and reassess the adequacy of this Charter and

recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable.

20. The Committee shall discharge any other duty or responsibility assigned to the Committee by the Board.

V. RESOURCES AND AUTHORITY

The Board has constituted and established the Committee with authority, responsibility and specific duties as described in this committee charter.

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee, other than in-house counsel, only after taking into consideration, all factors relevant to that person's independence from management. Such an assessment shall be made at least annually. The Committee will not be required to implement or act consistently with the advice or recommendation of its compensation consultant, legal counsel or other advisor, and the authority granted in this charter will not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

VI. DELEGATION

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. In particular, the Committee may delegate the approval of certain matters to a subcommittee consisting solely of at least two members of the Committee who are "non-employee directors" for the purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as in effect from time to time. The Committee may also, in its discretion, delegate to such officer as it may determine its authority to approve grants and awards, and the terms and conditions thereof, under any of the Company's equity incentive based plans to the extent expressly so provided in such plan.