



**EquipmentShare.com Inc**  
**Compensation Committee Charter**

Adopted as of January 8, 2026

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of EquipmentShare.com Inc (the “**Company**”) shall be appointed by the Board to perform the duties and responsibilities set forth in this Compensation Committee Charter (the “**Charter**”).

**1. Purpose**

The general purpose of the Committee is to:

- 1.1. oversee the Company’s compensation policies, plans and programs;
- 1.2. assist the Board in discharging its responsibilities relating to the compensation of the Company’s Chief Executive Officer (the “**CEO**”) and other individuals who are “officers” as defined in Rule 16a-1(f) (all such officers, the “**Executive Officers**”) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”); and
- 1.3. prepare any applicable reports of the Committee required by the rules and regulations of the Securities and Exchange Commission (the “**SEC**”).

The Committee shall seek to structure the Company’s compensation plans, policies and programs in order to attract and retain the best available personnel for positions of substantial responsibility with the Company, provide incentives for such persons to perform to the best of their abilities for the Company, maintain appropriate levels of risk and reward and promote the success of the Company’s business.

**2. Membership**

- 2.1. The Committee shall consist of at least two members, comprised solely of directors who qualify as “non-employee directors” for purposes of Rule 16b-3 under the Exchange Act. The Nominating and Corporate Governance Committee (the “**Nominating Committee**”) of the Board shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur.
- 2.2. Committee members shall be appointed by the Board based on recommendations from the Nominating Committee and may be removed by the Board at any time with or without cause.
- 2.3. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death.
- 2.4. Resignation or removal of a Committee member from the Board for any reasons shall automatically constitute resignation or removal, as applicable, from the Committee.
- 2.5. The Nominating Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

**3. Responsibilities**

The principal responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that



obligation, members should be entitled to rely on the honesty and integrity of the Company's management and its independent advisors and auditors, as applicable. In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is directly responsible for the following matters:

### 3.1. Executive Compensation

- a. The Committee shall determine, or recommend to the Board for determination, the compensation of the CEO and each of the Executive Officers. In determining, or recommending for determination, the Committee shall, among other things:
  - i. identify, review and approve corporate goals and objectives relevant to Executive Officer compensation;
  - ii. evaluate each Executive Officer's performance in light of such goals and objectives and determine each Executive Officer's compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company; and
  - iii. determine any long-term incentive component of each Executive Officer's compensation.
- b. The Committee shall review and approve or recommend to the Board for approval, any compensatory contracts or similar transactions or arrangements with such employees as the Committee determines, including employment agreements, severance arrangements, transition or consulting agreements, retirement agreements and change-in-control agreements or provisions (and any amendments to or terminations thereof).
- c. The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, if any, to review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement.

### 3.2. Compensation Policies and Plans

- a. The Committee shall establish, and periodically review, the Company's employee compensation plans. The Committee shall oversee the development and implementation of the Company's compensation plans to ensure that these plans are consistent with the Company's general compensation strategy. In connection with this responsibility, the Committee shall:
  - i. review the Company's compensation strategy to ensure that it supports the Company's objectives and stockholders' interests;
  - ii. periodically review the operations of the Company's compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s);
  - iii. select one or more appropriate peer groups for benchmarking the Company's compensation programs and periodically review executive compensation in relation to such appropriate peer group;
  - iv. periodically review policies for the administration of compensation programs; and
  - v. periodically review the impact of tax and accounting rules changes on the Company's compensation programs.
- b. The Committee shall serve as the administrator of the Company's equity incentive plans (collectively, the "**Plans**"), to the extent that the Board is not administering the Plans.
- c. The Committee shall review and evaluate the Company's executive compensation and benefits policies generally (subject, if applicable, to stockholder approval). In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and

compensation of Executive Officers and other employees of the Company and any other factors that it deems appropriate.

### 3.3. Risk Management and Compliance Matters

- a. The Committee shall prepare the Compensation Committee Report required by SEC rules to be included in the Company's annual proxy statement or Form 10-K, and the Committee shall review and discuss the Company's Compensation Disclosure and Analysis as required by SEC rules ("CD&A") with management and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's proxy statement or Form 10-K, as applicable.
- b. The Committee shall advise the Board on management proposals to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and proposals received from stockholders on executive compensation matters, and the Committee shall oversee management's engagement with stockholders and proxy advisory firms on executive compensation matters. The Committee shall review the results of stockholder votes on executive compensation matters and consider any implications in connection with the Committee's ongoing determinations and recommendations regarding the Company's executive compensation policies and practices.
- c. The Committee shall, at least annually, review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
- d. The Committee shall, in consultation with the CEO, periodically review the Company's management succession planning, including policies for CEO selection and succession in the event of the incapacitation, retirement or removal of the CEO, and evaluations of, and development plans for, any potential successors to the CEO.

### 3.4. Reporting to the Board

- a. The Committee shall report regularly to the Board. This report shall include a review of any issues related to the Company's compensation policies, plans and programs, and any other matters that the Committee deems appropriate or is requested to include by the Board.
- b. At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- c. The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- d. The Committee shall carry out such other duties or responsibilities as may be delegated to it or otherwise requested by the Board from time to time.

## 4. Authority and Delegations

- 4.1. The Committee shall have the authority to retain or obtain the advice of an independent compensation consultant, legal counsel or other advisors and may request any officer or employee of the Company or the Company's advisors to meet with any members of the Committee or its advisors.
- 4.2. The Committee shall set the compensation and retention terms and oversee the work of the independent compensation consultant or any other advisors retained by the Committee.

- 4.3. The 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.
- 4.4. The Committee shall have available appropriate funding from the Company as determined by the Committee for payment of:
  - a. reasonable compensation to any advisors employed by the Committee; and
  - b. ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- 4.5. The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.
- 4.6. The Committee may delegate to one or more Executive Officers the authority to make grants and awards or options to any non-Section 16 officer and employee of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

## 5. Meetings

- 5.1. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than quarterly. The Chair of the Committee shall preside at each meeting and, in the absence of the Chair, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.
- 5.2. No Executive Officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee. The CEO may not be present during voting or deliberations related to his or her compensation.
- 5.3. At all meetings of the Committee, a majority of the entire Committee shall be necessary and sufficient to constitute a quorum for the transaction of business.
- 5.4. The vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.
- 5.5. The Committee may also act by unanimous written consent as provided in the Company's By-Laws or applicable Texas law.
- 5.6. The Committee may meet in person or by telephone or video conference.
- 5.7. The Committee shall keep minutes of each meeting of the Committee.
- 5.8. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.