



**TIGO ENERGY, INC.**  
**COMPENSATION COMMITTEE CHARTER**

**I. Statement of Policy**

This Charter specifies the authority and scope of the responsibilities of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Tigo Energy, Inc. (the “**Company**”) and the manner in which those responsibilities shall be performed, including the Committee’s structure, processes and membership requirements.

The Committee has the responsibility and authority to supervise and review the affairs of the Company as they relate to the compensation and benefits of executive officers and directors of the Company. In carrying out these responsibilities, the Committee shall review all components of executive officer and director compensation for consistency with the Company’s compensation philosophy, as in effect from time to time, and with the interests of the Company’s stockholders.

As used in this Charter, the term “executive officer” has the meaning specified for the term “officer” in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). Rule 16a-1(f) defines the term as the president, principal financial officer, principal accounting officer, any vice-president of the issuer in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the issuer.

**II. Composition and Membership Requirements**

The Committee shall be comprised of at least three Board members ( the “**Members**”), each of whom shall satisfy the independence requirements of the Company’s Corporate Governance Guidelines, the rules of the Nasdaq Stock Market (“**Nasdaq**”) and applicable law, as in effect from time to time.

In addition, at least two Members must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Exchange Act. A Board member shall not serve on the Committee if any executive officer of the Company serves on the board of directors of an entity that employs such Board member as an executive officer.

The Members shall be appointed by the Board on the recommendation of the Nominating and Governance Committee of the Board and shall serve, at the discretion of Board, until their successors are duly elected and qualified or until their earlier resignation, removal or death. Any Member of the Committee may be removed or replaced by the Board at any time with or without cause. Unless a chairperson of the Committee (the “**Chair**”) is elected by the full Board, the Members may designate a Chair by the majority vote of the full Committee.

In fulfilling its responsibilities, the Committee shall, to the extent permitted by law, be entitled to delegate any or all of its responsibilities to one or more subcommittees of the Committee comprised of one or more members of the Committee, provided, however, that to the extent necessary to comply



with Rule 16b-3 under the Exchange Act, any such subcommittee shall be composed solely of two or more Members that have been determined to be “non-employee directors” for purposes of Rule 16b-3 under the Exchange Act.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or equity securities to any non-executive officer of the Company at a level below Vice-President under the Company’s incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with such plan and the General Corporation Law of the State of Delaware.

### **III. Operating Principles, Meetings, and Committee Action**

The Committee shall meet as often as it deems necessary or appropriate to fulfill its responsibilities hereunder. Unless otherwise restricted by the Company’s certificate of incorporation or bylaws, all meetings of the Committee may be held by means of telephone conference or other communications equipment (including video conference) by means of which all persons participating in the meeting can hear each other. In addition, unless otherwise restricted by the Company’s certificate of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

The Chair shall preside at all regular meetings of the Committee and shall set the agenda for each Committee meeting. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

Subject to the requirements of this Charter, applicable law, the rules and regulations promulgated by Nasdaq and the Securities and Exchange Commission (the “SEC”), the Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member or any consultant or advisor to the Committee. The Committee shall meet at least annually with the Company’s Chief Executive Officer (the “CEO”) and such other senior executives of the Company as the Committee deems appropriate; *provided, however*, that the CEO may not be present during deliberations or voting regarding his or her compensation. The Committee shall meet periodically in executive sessions without the presence of management.

All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

The Committee shall have the authority to obtain advice or assistance from compensation consultants, independent legal counsel, accounting or other advisors as appropriate to perform its duties hereunder. Without limiting the generality of the foregoing, the Committee shall have sole



authority to retain or obtain the advice of any compensation consultant, independent legal counsel or other advisor to assist the Committee in the performance of its duties and shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor. Prior to selecting, or receiving advice from, any advisor, the Committee shall consider the independence of such advisor based on any applicable criteria specified by the SEC and Nasdaq, including Nasdaq Rule 5605(d)(3) (or any successor rule); provided, however, that the Committee shall not be prohibited from obtaining advice from advisors that it determines are not independent. It is expected that the Committee will evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest. Finally, it is expected that the Committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

The Company shall provide appropriate funding, as determined by the Committee, for payment of the fees and costs of any consultant, legal counsel or other advisor retained by the Committee to assist it in performing its duties hereunder.

#### **IV. Authority and Responsibilities**

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other related responsibilities and duties delegated to it by the Board from time to time.

- Establish and periodically review the Company's overall compensation philosophy, policies and plans.
- Identify any peer group of companies to be used for comparison purposes in connection with any review of executive officer compensation.
- Review and approve corporate goals and objectives relevant to CEO and other executive officers' compensation, including annual performance objectives, if any.
- Evaluate the performance of the CEO in light of such goals and objectives and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the annual salary, bonus, equity-based incentive and other benefits, direct and indirect, of the CEO.
- Review and approve, or recommend to the Board for approval, the annual salary, bonus, equity and equity-based incentives, and other benefit, direct and indirect, of the other executive officers.
- Oversee the Company's talent management program and development of talent pool with respect to succession planning for the CEO and executive officers, and, in consultation with the Nominating and Governance Committee, make recommendations to the Board with respect to



the selection of individuals to occupy these positions.

- Review and make recommendations to the Board regarding director compensation and benefits for service on the Board and Board committees.
- Review and approve, or recommend to the Board for approval, subject to stockholder approval to the extent applicable, the Company's incentive compensation plans, equity-based plans and equity-based awards, and oversee the activities of the individuals responsible for administering those plans.
- Recommend to the Board stock ownership guidelines for the Company's executive officers and non-employee directors, and periodically assess such guidelines and recommend revisions, as appropriate.
- Review and recommend to the Board for approval, or approve, any compensation-related matters for current or former directors or executive officers of the Company outside the ordinary course, including but not limited to employment agreements, severance or change-in-control plans or arrangements, and all material amendments thereto.
- Review and monitor any employee retirement, profit sharing and benefit plans.
- Consider, as and when required by the Company by the rules of the SEC, whether risks arising from the Company's compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Company.
- Prepare, as and when required for the Company by the rules of the SEC, the compensation committee report on named executive officer compensation for the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
- To the extent such disclosure is required or deemed appropriate by the Committee, oversee the preparation of a "Compensation Discussion and Analysis (CD&A)" or other executive compensation disclosure for inclusion in the Company's annual proxy statement or annual report on Form 10-K, in accordance with the rules of the SEC, as applicable.
- Oversee human capital management issues, as appropriate, and, to the extent disclosure related to human capital management or other related diversity disclosure is required or deemed appropriate by the Committee, oversee the preparation of human capital management disclosure under Item 101 of Regulation S-K or other related disclosure for inclusion in the Company's annual proxy statement or annual report on Form 10-K, in accordance with the rules of the SEC, as applicable.
- Review and make recommendations to the Board regarding stockholder proposals related to compensation matters.
- Oversee, in conjunction with the Board, engagement with stockholders and proxy advisory firms on executive compensation matters.



- Periodically review its own performance and report such evaluation to the Board.
- Report to the Board on the Committee's activities on a regular basis.
- Perform such other functions and activities consistent with this Charter, the Company's Bylaws and applicable law, rules and regulations as the Committee deems necessary or as the Board may direct.

#### **V. Periodic Review**

The Committee shall review on at least an annual basis this Charter and the scope of responsibilities of the Committee. Any proposed changes to this Charter or the scope of the Committee's responsibilities, hereunder shall be referred to the Board for appropriate action.

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Effective Date: May 24, 2023