

**NOMADAR CORP.
COMPENSATION COMMITTEE CHARTER**

Adopted and approved on December 12th, 2024

PURPOSE

The purpose of the Compensation Committee (the “**Compensation Committee**”) of the Board of Directors (the “**Board**”) of Nomadar Corp. (the “**Company**”) shall be to:

- assist the Board in providing oversight of the Company’s compensation policies and the Company’s equity and stock based plans, as currently in place as of the date hereof or as may be adopted from time to time (the “**Equity Plans**”);
- assist the Board in discharging the Board’s responsibilities relating to oversight of all cash and equity compensation arrangements of the Company’s Chief Executive Officer (“**CEO**”), its executive officers (as defined in Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)) (the “**Executive Officers**”) and all other direct reports to the CEO who have material responsibilities within the Company (collectively with the Executive Officers, the “**Designated Employees**”);
- ensure and monitor that all cash and equity compensation arrangements of the CEO and the Designated Employees are equitable and consistent on a global basis, irrespective of gender, race and geographic location and remediate annually as appropriate;
- review and make recommendations to the Board with respect to the salary, bonus and equity compensation arrangements of the CEO and the Designated Employees;
- administer the Equity Plans for the Designated Employees and other employees of the Company;
- prepare the report required by the rules of the Securities and Exchange Commission (the “**SEC**”) to be included in the Company’s annual proxy statement; and
- work with the CEO to prepare corporate goals and objectives that may be relevant to the compensation of the CEO and the Designated Employees.

MEMBERSHIP REQUIREMENTS

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence standards established pursuant to the Rules (the “**Nasdaq Rules**”) of the Nasdaq Stock Market, LLC (“**Nasdaq**”), subject to any applicable exceptions contained in the Nasdaq Market Rules. In determining the members of the Compensation Committee, the Board will consider whether the



members qualify as “non-employee directors” as defined in Rule 16b-3 under the Exchange Act, and as “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended. The Board may designate one member of the Compensation Committee as its chairperson.

COMPENSATION MATTERS RELATING TO THE CHIEF EXECUTIVE OFFICER

The Compensation Committee shall:

- Annually, review and recommend to the Board for determination the corporate goals and objectives of the Company which will be used to make annual bonus and related compensation decisions for the CEO and the Designated Employees.
- Annually, evaluate the Company’s performance in light of the goals and objectives that were set for the Company along with individual goals (if any) of the CEO and the Designated Employees, and recommend to the Board for determination the equity and non- equity compensation (including cash-based incentive compensation) of the CEO and the Designated Employees based on such evaluation.
- The CEO shall not participate in any deliberations or voting regarding his or her own compensation.

COMPENSATION MATTERS RELATING TO DESIGNATED OFFICERS

- The Compensation Committee shall, no less than annually, determine the equity and non- equity compensation for all Designated Employees and ensure the commitment to equality in compensation as stipulated above.
- The Compensation Committee shall review any employment, severance or change-in- control agreement proposed to be entered into between the Company and any Designated Employee and, if such agreement is required to be approved by the Board, recommend such agreement to the Board for approval.

COMPENSATION MATTERS RELATING TO DIRECTORS

- The Compensation Committee shall review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to the compensation of the directors of the Company, including with respect to participation in the Equity Plans.



MATTERS RELATING TO THE COMPANY'S EQUITY BASED PLANS

The Compensation Committee shall:

- For the CEO and all Designated Employees, review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to awards under the Equity Plans.
- For all other employees and service providers to the Company, review, approve or ratify awards under the Equity Plans, including awards granted pursuant to the Company's off- cycle grant policy.
- Periodically review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to policies and procedures for the grant of equity- based awards by the Company.
- Periodically review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to the size and terms of the Equity Plans.

MATTERS RELATING TO ANNUAL REPORTING

- The Compensation Committee shall review and, if determined by the Compensation Committee to be advisable, discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis," in any registration statement, annual report on Form 10-K, proxy statement or information statement filed by the Company with the SEC.
- The Compensation Committee shall prepare or cause to be prepared and review the Compensation Committee report to be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

GENERAL MATTERS

- The Compensation Committee shall review and reassess the adequacy of this Charter of the Compensation Committee periodically and recommend any proposed changes to the Board for approval.
- The Compensation Committee shall annually review its own performance.
- The Compensation Committee shall perform such other functions as assigned by law, the

Company's certificate of incorporation or bylaws or the Board.

OPERATIONS

The Compensation Committee will set its own schedule of meetings and will meet at least quarterly, with the option of holding additional meetings at such times as it deems necessary. The Compensation Committee will maintain written minutes of its



meetings, which minutes will be filed with the minutes of the meetings of the Board. A majority of the members of the Compensation Committee shall constitute a quorum for the transaction of business. The Compensation Committee may act only upon approval of a majority of its members. The action of the Compensation Committee at a meeting at which a quorum is present shall be the act of the Compensation Committee. The Compensation Committee may act in writing by the unanimous consent of its members.

The Compensation Committee may invite the Chairperson of the Board, the CEO or others to attend all or a portion of its meetings. The Compensation Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management.

The Compensation Committee may, in its sole discretion, retain and terminate, as appropriate, any compensation consultant, outside legal or other advisors to advise or assist the Compensation Committee in the performance of any of the responsibilities and duties set forth in this Charter of the Compensation Committee, but only after taking into account the independence factors set forth in the applicable rules of the SEC and Nasdaq prior to selecting and receiving advice from such consultants and advisors. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of any consultants and advisors retained by the Compensation Committee, including having sole authority to approve related fees and retention terms for such consultants and advisors. The Company will provide the Compensation Committee with appropriate funding, as determined by the Compensation Committee, for the payment of compensation to any compensation consultant, outside legal or other advisors as the Compensation Committee deems appropriate, and administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties.

The Compensation Committee may form subcommittees for any purpose that the Compensation Committee deems appropriate and may delegate to such subcommittees such power and authority as the Compensation Committee deems appropriate. The Compensation Committee shall not delegate to a subcommittee any power or authority required by agreement, law, regulation or listing standard to be exercised by the Compensation Committee as a whole.

