



## CHARTER OF THE COMPENSATION COMMITTEE OF WESHOP HOLDINGS LIMITED

### PURPOSE

The purpose of the Compensation Committee (the "Compensation Committee") of the Board of Directors (the "Board") of WeShop Holdings Limited (the "Company") is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation.

### MEMBERSHIP

Size: The Compensation Committee shall consist of two or more members of the Board of Directors.

Education: The Company will provide new members of the Compensation Committee with appropriate orientation briefings, and the full Compensation Committee with education resources and opportunities related to execute compensation and other matters may be revisited by the Compensation Committee.

Independence: Each member of the Compensation Committee shall be independent in accordance with the requirements of Rule 10C-1 of the Securities Exchange Act of 1934 and the rules of The NASDAQ Stock Market LLC ("Nasdaq").

Appointment/Term/Removal: The members of the Compensation Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee. The members of the Compensation Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Compensation Committee at any time with or without cause.

### STRUCTURE AND OPERATIONS

Leadership: The Board shall designate a member of the Compensation Committee as the chairperson.

Meetings: The Committee shall meet as often as it determines necessary, but no less frequently than once each calendar year, at such time and place as it deems necessary to fulfill its responsibilities. The agenda for Compensation Committee meetings will be prepared by the Compensation Committee chairman in consultation with the other Compensation Committee investors. The Compensation Committee shall keep minutes of its proceedings and shall report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate. The Compensation Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Compensation Committee may invite such members of management to its meetings as it deems appropriate. However, the Compensation Committee shall meet regularly without such members present, and in all cases the chief executive officer ("CEO") and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

Delegation of Authority: The Compensation Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Compensation Committee may deem appropriate in its sole discretion.

### DUTIES AND RESPONSIBILITIES

The Compensation Committee shall have the following authority and responsibilities:

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**CEO Compensation:** To review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Compensation Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Company's CEO in past years.

**Executive Officer Compensation:** To review and approve, or recommend to the Board for approval, the compensation of all other executive officers.

**Incentive/Equity Plans:** To review and approve, or recommend to the Board for approval, incentive compensation plans and equity-based plans, which includes the ability to adopt, amend and terminate such plans. The Compensation Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.

**Compensation Disclosure:** To review and discuss with management the Company's any executive compensation information that is disclosed.

**Employment/Severance Agreements:** To review and approve, or recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.

**Stock Ownership Guidelines:** To determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.

**Risk Management:** To 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.

**Director Compensation:** To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.

**Shareholder Engagement:** To oversee engagement with stockholders and proxy advisory firms on executive compensation matters.

**Diversity:** To review the Company's policies, programs and initiatives for employee diversity and inclusive and private guidance to the Board on diversity matters.

**Performance Evaluation:** The Compensation Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board.

**Annual Charter Review:** The Compensation Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

**Outside Advisors:** The Compensation Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of a compensation consultant, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. However, the Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Compensation Committee shall set the compensation, and oversee the work, of any compensation consultant, outside

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legal counsel and other advisors. Any communication between the Compensation Committee and its outside legal counsel will be privileged communications.

Funding: The Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee in its capacity as a committee of the Board, for the payment of compensation to any compensation consultant, outside legal counsel and any other advisors.

Compensation Consultant Independence/Conflicts of Interest: In retaining or seeking advice from compensation consultants, the Committee must take into consideration the factors specified in the rules of NASDAQ. The Compensation Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the specified factors. The Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

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.

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