

AIRJOULE TECHNOLOGIES CORPORATION

COMPENSATION COMMITTEE CHARTER

(As amended on November 7, 2024)

I. Purpose

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of AirJoule Technologies Corporation, a Delaware corporation (the “*Company*”), is to (i) oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors and (ii) perform such other functions as are listed in this Charter or as the Board may assign to the Committee from time to time.

II. Composition

The Committee must consist of at least two (2) directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (the “*Nasdaq*”), subject to any available exception, and meet all other eligibility requirements of applicable law, unless otherwise determined by the Board. Each member of the Committee must also meet any additional independence standards that may be established from time to time by the Board or the Nominating and Corporate Governance Committee and, unless otherwise determined by the Board, must be a “non-employee director” as defined in Section 16 of the Securities Exchange Act of 1934, as amended.

Committee members must be appointed to and may be removed from the Committee, with or without cause, by the Board. The Chair of the Committee (the “*Chair*”) shall be designated by the Board, taking into consideration the recommendation of the Nominating and Corporate Governance Committee, *provided* that if the Board does not so designate a Chair, the members of the Committee, by a majority vote, may designate a Chair.

The Company Secretary or his or her nominee shall act as the Secretary of the Committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisors (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee shall evaluate whether any compensation consultants, legal counsel or other advisors retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

The Committee will be directly responsible for the appointment, compensation and oversight of any advisor it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable SEC and Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request that any officer, employee or advisor of the Company meet with the Committee or any advisors engaged by the Committee.

IV. Duties and Responsibilities

1. *Chief Executive Officer Evaluation and Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation (including base salary, cash incentive awards, equity awards and any supplemental payments or benefits). The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Other Executive Officer Evaluation and Compensation.* The Committee will oversee an evaluation of the executive officers other than the Chief Executive Officer and, after considering such evaluation, will review and set the compensation of such executive officers.

3. *Employment and Severance Arrangements.* The Committee will review and approve any employment, change in control and severance arrangements for the Company's executive officers.

4. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation and any stock ownership guidelines for non-employee directors.

5. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements in which the Company's executive officers and directors are eligible to participate (the "*Plans*"). The Committee has full authority to administer the Plans, including the authority to adopt, amend and terminate such Plans, as well as to establish guidelines, interpret plan documents, select participants, make grants of cash-based and equity-based awards under the Plans, approve modifications to awards and exercise other powers under or relating to the Plans (except to the extent the terms of a Plan require administration, amendment or approval by the full Board).

6. *Peer Group.* The Committee will review at least annually the peer companies and other data sources used by the Company for evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements.

7. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("*CD&A*") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

8. *Clawback Policy.* The Committee will administer and oversee the Company's compliance with any compensation recovery policy of the Company maintained by the Company, including but not limited to, any such policy required by applicable SEC and Nasdaq rules.

9. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report (if required pursuant to Item 407(e)(5) of Regulation S-K).

10. *Stock Ownership Guidelines.* The Committee will review and administer any stock ownership guidelines for the Company's executive officers, and amend, or recommend that the Board amend, such guidelines if the Committee deems it appropriate.

11. *Retirement and Other Benefits.* The Committee will review and approve any changes to the level of Company contribution to the Company's retirement plans, including any annual profit sharing contribution, and will establish and periodically review policies and programs concerning perquisite benefits, and non-cash or other benefits for the executive officers.

12. *Human Capital Management:* The Committee will assist the Board in its oversight of human capital management, including corporate culture, diversity and inclusion, recruiting, retention, attrition, talent management, career development and progression, succession and employee relations.

13. *Risk Assessment.* The Committee will review with management annually the Company's incentive compensation arrangements as applied to employees generally to determine whether they encourage excessive risk-taking, and in doing so will review the relationship between risk management practices and compensation, and the compensation practices that could mitigate any such risk

14. *Shareholder Matters.* The Committee will advise the Board on management proposals to shareholders on executive compensation matters, including advisory votes on executive compensation and frequency of such votes, and proposals received from shareholders on executive compensation matters, and the Committee shall oversee management's engagement with shareholders and proxy advisory firms on executive compensation matters. The Committee shall review the results of such votes and consider any implications in connection with the Committee's ongoing determinations regarding the Company's executive compensation policies and practice.

15. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

16. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

17. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate its power and authority to its Chair, any of its members or any subcommittee it may form when the Committee determines such delegation is appropriate under the circumstances; *provided, however*, that the Committee shall not delegate any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee shall also be entitled to delegate its responsibilities with respect to the administration of the incentive compensation, equity compensation, deferred compensation, and employee pension and welfare benefit plans to the Company's officers and employees, as consistent with applicable law, who may also utilize the services of third-party administrators, record keepers, consultants and other service providers.