

ASPIRE BIOPHARMA HOLDINGS, INC.
COMPENSATION COMMITTEE CHARTER
(adopted by the Board of Directors on February 19, 2025)

I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Aspire Biopharma Holdings, Inc., a Delaware corporation (the “Company”) shall

- Oversee and set compensation for the Company’s executive management;
- Review and approve major compensation plans, policies and programs;
- Administer the Company’s equity compensation plans;
- Review and approve the cost and structure of key employee benefit and fringe-benefit plans and programs;
- Review and recommend to the Board compensation (including equity-based compensation) for the Company’s non-employee directors;
- Review and discuss with management compensation disclosures included in the Company’s annual report on Form 10-K and the Company’s annual proxy statement; and
- Prepare the Compensation Committee report for inclusion in the Company’s annual proxy statement, to the extent required.

II. Organization

The Committee shall consist of two or more directors, each of whom shall satisfy the applicable independence and other compensation committee membership requirements of the Company’s corporate governance guidelines, the Nasdaq Stock Market, LLC (“Nasdaq”) and any other applicable regulatory requirements. All Committee members shall qualify as “non-employee directors” for purposes of Section 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations promulgated thereunder. Committee members are prohibited from interlocking or insider participation with any member of the board or compensation committee of another company.

Members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee of the Board (the “Nominating Committee”). The Committee’s chairperson shall be designated by the Board upon the recommendation of the Nominating Committee. Members of the Committee shall serve until their successors are duly elected and qualified or their earlier resignation or removal. The Board may replace any member of the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

III. Meetings

The Committee shall meet at least three times per year, or more frequently as circumstances require. Meetings shall be called by the chairperson of the Committee or, if there

is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company's organizational documents and applicable law. A majority of the members of the Committee will constitute a quorum, and the act of a majority of the quorum will be the act of the Committee. Committee actions may also be taken by unanimous written consent in lieu of a meeting. The Committee shall maintain minutes of its meetings and make available copies of such minutes available to the Board.

As necessary or desirable, the chairperson of the Committee may invite any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee, consistent with the maintenance of confidentiality of compensation discussions. The Committee may exclude from its meetings any person it deems appropriate who is not a member of the Committee. The CEO should not be present during voting or deliberations on the CEO's compensation.

IV. Authority and Responsibilities

In addition to any other responsibilities that may be assigned from time-to-time by the Board, the Committee is responsible for the following matters:

General Compensation Matters

1. Review and approve (or make recommendations to the Board regarding approval) with respect to the Company's compensation strategy to ensure it is appropriate to attract, retain and motivate senior management and other key employees.
2. Periodically review the Company's strategies, initiatives, and programs with respect to corporate culture, talent recruitment, development and retention and employee engagement.
3. Review incentive compensation programs annually to ensure that incentive pay does not encourage excessive risk-taking and evaluate compensation policies and practices that could mitigate any such risk.
4. Review the Company's peer group for the purpose of evaluating the competitiveness of the Company's compensation plans, policies and programs.
5. Review and recommend to the Board for its consideration any incentive compensation or equity-based plans that are subject to Board approval, subject to any approvals required by the shareholders of the Company and administer such plans with such authority and powers as set forth in the plans' instruments, including granting equity awards, establishing performance metrics and determining payouts, approving which executive officers are entitled to awards under the Company's plan(s), and approving all amendments to and terminations of equity awards under the plan(s).
6. Evaluate, appoint and remove plan administrators for the Company's retirement plans as appropriate and perform other duties that the Board may have with respect to the Company's retirement plans. In reviewing the Company's retirement plans, the Committee may consider the plan's administrative costs, current plan features relative to any proposed new features, and the performance of the plan's administrators.

7. Review and approve Company-wide severance policies and any retention or termination arrangements for new or existing senior executives, as well as approve any material exceptions to those policies and any arrangements that may result in the payment by the Company of material amounts to any employee upon termination of employment.
8. Establish and periodically review policies concerning perquisite benefits.
9. Review and make recommendations to the Board with respect to executive officer and director indemnification matters.
10. Approve compensation awards as may be required to comply with applicable tax and state corporate laws.

Chief Executive Officer

11. At least annually , review and approve corporate goals and objectives relevant to the compensation of the Company's CEO, evaluate the CEO's performance in light of previously established goals and objectives and determine and approve CEO compensation based on this evaluation. In evaluating, determining and approving any component of CEO compensation, the Committee may consider, among such other factors as it may deem relevant in its discretion, the Company's performance, stockholder returns, the value of similar incentive awards to executive officers at comparable companies, the value of similar awards given to other executive officers of the Company and the awards given to the CEO in past years. The CEO shall not be present during voting or deliberations relating to his or her compensation.
12. Meet at least annually with the CEO to discuss the CEO's self-assessment in achieving individual and corporate performance goals and objectives.

Key Executives (Other than CEO)

13. At least annually, review and approve corporate goals and objectives relevant to the compensation of the Company's other executive officers, evaluate the executive officers' performance in light of previously established goals and objectives and determine and make recommendations to the Board with respect to executive officer compensation based on this evaluation. In evaluating and making recommendations with respect to the any component of executive officer compensation, the Committee may consider, among such other factors as it may deem relevant, the Company's performance, shareholder returns, the value of similar incentive awards to executive officers at comparable companies, the value of similar awards given to other executive officers of the Company and the awards given to the executive officer in past years.

Directors

14. At least annually, review and, if appropriate, approve (or make recommendations to the Board regarding approval) the compensation and stock ownership guidelines of non-executive directors for their service to the Board.

Reporting

15. Review the Company's compensation disclosures in its annual proxy statement and its Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC"). To the extent required, review and discuss the Company's Compensation Discussion and Analysis ("CD&A") with management and based on such review and discussion, determine whether to recommend to the Board that such compensation disclosures and CD&A be disclosed in the Company's Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable.
16. Prepare any report required by applicable rules and regulations or listing standards, including the report required by the SEC to be included in the Company's annual proxy statement, or, if the Company does not file a proxy statement, in the Company's Annual Report filed on Form 10-K with the SEC.

Advisory Shareholder Votes

17. Review the results of shareholder advisory votes on executive compensation ("Say-on-Pay"), if any, and consider whether any actions may be warranted as a result of such vote.
18. Recommend for approval by the Board how frequently the Company should conduct Say-on-Pay votes.

Other

19. Review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
20. Review its own performance annually.
21. Report regularly to the Board.
22. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

The foregoing responsibilities and duties set forth in this Charter should serve as a guide only, with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.

V . Resources

The Committee shall have the authority to retain or terminate, at its sole discretion, compensation consultants, independent legal counsel or other advisors (collectively, "Advisors") to assist the Committee in its responsibilities and shall be directly responsible for overseeing the work of such Advisors. Before selecting or receiving advice from an Advisor (other than in house legal counsel), the Compensation Committee shall consider such factors as may be required by Nasdaq or applicable SEC rules with respect to assessing the independence of any Advisor. Nothing herein requires a compensation consultant, legal counsel, or other compensation advisor to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from such Advisors.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any Advisors or other professionals retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.