

Human Resources and Compensation Committee Charter

of

Aebi Schmidt Holding AG

with registered office in Frauenfeld, Switzerland

(the "**Company**")

dated 25. March 2025

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1 Introduction

- 1 This committee charter (this "**Charter**") governs the organization and operation of the human resources and compensation committee (the "**Committee**") of the board of directors (the "**Board**") of Aebi Schmidt Holding AG (the "**Company**") and has been approved by the Company's Board. All amendments to this Charter shall be approved by the Board.

2 Role

- 2 The primary purpose of the Compensation Committee shall be to provide assistance to the Board by overseeing matters relating to the compensation of the Company's Board and the Company's executives, inclusion and belonging and human capital management initiatives, and such other tasks as may be delegated to it by the Board from time to time.

3 Composition

3.1 Independence

- 3 The Committee shall be comprised of not less than three (3) members. The members of the Committee:
 - a) Shall be Independent Directors, as defined in the Listing Rules of the Nasdaq Stock Market, Inc.
 - b) Shall be independent of management and the Company and its subsidiaries. Members of the Committee shall be considered independent if they (a) have no relationship that may interfere with the exercise of their independence from management and the Company, (b) receive, directly and indirectly, only the directors' fees and other compensation that is permitted under applicable laws, rules and regulations, including Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), other rules and regulations of the Securities and Exchange Commission (the "**Commission**") applicable rules, listing standards and other requirements of The Nasdaq Stock Market, Inc. and the Swiss Code of Obligations (collectively, "**Laws**") as well as the Company's articles of association, (c) are not affiliated persons (as defined in Rule 10A-3 under the Exchange Act or other applicable Laws) of the Company or any of its subsidiaries, and (d) otherwise qualify as independent under applicable Laws.
- 4 Any questions concerning a director's independence or qualification to serve on the Committee will be determined by the Board in its business judgment and in accordance with applicable Laws and any guidelines established by the Governance and Sustainability Committee of the Board. The Board must consider whether the director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director's judgment as a member of the Committee.

3.2 Appointment

- 5 The members of the Committee shall be nominated by the Governance and Sustainability Committee and elected by the Company's annual shareholders' meeting (the "**General Meeting**") for a term of office until completion of the next General Meeting and may be re-elected. If there are vacancies on the Committee, the Board may appoint the missing members from among its members for the remaining term of office. The Governance and Sustainability Committee shall recommend, and the Board shall designate, one member of the Committee as its chairperson (the "**Compensation Committee Chairperson**").

4 Meetings

4.1 Schedule

- 6 The Committee shall meet at least two times annually and more frequently as circumstances require. Special meetings of the Committee may be called by the Compensation Committee Chairperson or pursuant to any of the other procedures established by the Committee. Pre-meeting materials are expected to be distributed to Committee members in sufficient time prior to meetings to permit review by members before such meetings. Committee members are expected to review those materials before each meeting. Meetings will focus on substantive issues of current importance and be of duration adequate to permit full discussion of all agenda items.

4.2 Minutes and reports

- 7 The Committee shall keep written minutes of its meetings, including a report of all actions taken by it. Such minutes shall be delivered to the Board and shall be maintained with the minutes of the proceedings of the Board and the books and records of the Company.

5 Authority and responsibilities

- 8 The Committee has full power and authority to perform the responsibilities of a public company compensation committee under applicable Laws and public company custom and practice. Specifically, the Committee has the following authority, duties and responsibilities:
- a) Assist the Company's Board and management in establishing the compensation philosophy of the Company for independent directors, members of executive management, and Company leadership employees, and ensuring that the Company's compensation policies, programs and plans for independent directors, members of executive management, and Company leadership employees are designed to promote the Company's compensation philosophies and objectives, create appropriate incentives, retain talent, reward performance and align the interests of management with those of the Company's stakeholders.

- b) Review and make recommendations to the Board regarding each element of the individual compensation of the Chief Executive Officer (the "**CEO**") and other members of the executive management of the Company, including salary, bonuses, equity awards, benefits, perquisites and all other compensation in accordance with the Articles and provide the Board with elements of comparison and benchmarking with market practice.
- c) Review and make recommendations to the Board regarding each element of the individual compensation of the members of the Board in accordance with the Articles and provide the Board with elements of comparison and benchmarking with market practice.
- d) Prepare for submission to the Board the proposals to the General Meeting regarding the maximum aggregate compensation amount of the members of the Board for the next period.
- e) Prepare for submission to the Board the proposals to the General Meeting regarding the maximum aggregate compensation amount of the executive management for the next period.
- f) Prepare for submission to the Board the compensation report.
- g) Review and recommend to the Board corporate goals and objectives which relate to the CEO compensation and review the CEO's performance against such goals and objectives in furtherance of the Board's CEO evaluation.
- h) Evaluate annually the CEO and other executive managements' payouts against (i) pre-established, measurable performance goals and budgets; (ii) generally comparable groups of executives; and, (iii) to the extent appropriate, external market trends.
- i) Review, recommend to the Board and administer, as appropriate, retirement, stock incentive, cash incentive, deferred compensation, welfare, and other compensation and benefit plans of the Company.
- j) Determine and approve, by direct action or through delegation, all awards, grants, and related actions under the provisions of the Company's equity incentive plans and other equity-based programs (in accordance with the approvals of the General Meeting).
- k) Review and recommend to the Board approval of the Company's contribution or payment to any qualified defined contribution plan.
- l) Establish, from time to time or at the request of the Board, policies, guidelines, or expectations regarding ownership of Company stock by directors and members of executive management.
- m) Review and make recommendations to the Board regarding succession plans and planning for the Company's executive management.

- n) Review and discuss with management the Compensation Discussion and Analysis required by applicable Laws and recommend its inclusion in the Company's annual proxy statement, with such recommendation to be reflected in the proxy statement as may be required by applicable Law.
- o) Review all information regarding executive compensation to be included in the Company's annual proxy statement to shareholders and recommend to the Board the inclusion of such information in the proxy statement.
- p) Review and consider the results of the Company's most recent shareholders' resolutions and advisory votes on compensation matters, as well as other input from shareholders on those matters.
- q) Perform and/or oversee such risk assessments of the Company's compensation policies and practices as required by applicable Law or as may otherwise be advisable.
- r) Recommend to the Board for adoption any policy regarding the ability of Company employees to engage in hedging and pledging transactions with respect to Company stock.
- s) In coordination with the Board and the Audit Committee (or other appropriate committees), review and approve in advance the contents of Commission and other regulatory filings relating to compensation matters.
- t) Review the Company's policies, practices, performance, and disclosure with respect to significant issues of inclusion and belonging and human capital management, including the alignment of such efforts with the Company's overall strategy.
- u) Perform any other activities consistent with this Charter, the Company's articles of association, and applicable Laws as the Committee or the Board deem necessary or appropriate.
- v) Review and assess the adequacy of this Charter annually and recommend amendments to the Board as necessary.

6 Committee resources

6.1 Advisors

- 9 The Committee shall have the authority, in its sole discretion and at the Company's expense, to retain, obtain the advice of, and terminate any consultant, legal counsel, or other advisor to assist it in the performance of its duties, but only after taking into consideration factors relevant to the advisor's independence from management, including those factors specified by applicable Laws. Unless otherwise required by applicable Law, the Committee does not need to perform any independence assessment when (i) receiving advice from the Company's in-

house legal counsel, (ii) receiving advice from a consultant with respect to a broad-based plan available generally to all salaried employees of the Company that does not discriminate (in scope, terms, or operation) in favor of members of executive management or directors of the Company, or (iii) receiving information from a consultant that either is not customized for the Company or that is customized based on parameters that are not developed by the consultant and about which the consultant does not provide advice. The Committee may select and engage any advisor, in its discretion, including an advisor that does not meet all of the independence factors set forth in applicable Laws. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any advisor retained by the Committee and shall have sole authority to approve the advisor's fees and the other terms and conditions of the advisor's engagement. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to such advisors and for the administrative expenses of the Committee.

6.2 Role of executive management and other officers

- 10 The Committee will consult with the Company's executive management for pertinent information, analysis and documentation. The Committee may delegate to the CEO authority to recommend (but not to determine) the amount or form of compensation paid to other executive management members, officers and associates subordinate to the CEO, subject to such limitations and reporting responsibilities as the Committee may require. Neither the CEO nor any other member of executive management may be present during voting or deliberations of the Committee regarding his or her compensation.