



CHARTER OF THE COMPENSATION COMMITTEE

OF THE BOARD OF DIRECTORS OF SATELLOGIC INC.

(ADOPTED AND EFFECTIVE AS OF APRIL 28, 2023)

PURPOSE

The purpose of the Compensation Committee (the “**Compensation Committee**”) of the Board of Directors (the “**Board**”) of Satellogic Inc. (the “**Company**”) is to:

- Provide oversight and advise the Board on the Company’s compensation policies, plans and benefits programs, as well as overall compensation philosophy.
- Review and make recommendations to the full Board regarding the compensation of the Company’s directors and executive officers.¹
- Administer the Company’s equity compensation plans.

The Compensation Committee has the authority to undertake the specific duties and responsibilities as are enumerated in or consistent with this charter and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

This charter is not intended to create obligations of the Company or the Compensation Committee or Board beyond those established by applicable laws or regulations. As a result, use of the word “shall,” “should” or “will” with respect to an activity or responsibility, shall be interpreted to create only the legal obligation that would have been imposed on the Company or Compensation Committee or Board in the absence of this charter. To the extent that this charter might be interpreted to create any responsibility or obligation beyond that required by law or regulation (a “**Discretionary Responsibility**”), it will be interpreted to not create any material or legally enforceable obligation or responsibility, and any such Discretionary Responsibility may be waived or modified at the full discretion of the Compensation Committee or the Board.

¹ For purposes of this charter, an “executive officer” shall mean any “officer” as defined in Section 16 of the Securities Exchange Act of 1934, as amended, and Rule 16a-1 promulgated thereunder.



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COMPOSITION

1. Membership and Appointment

The Compensation Committee shall consist of at least three (3) members of the Board. Members of the Compensation Committee shall be appointed by the Board and may be removed by the Board in its discretion.

2. Qualifications

Members of the Compensation Committee must meet the criteria required by applicable law or the rules and regulations of the Securities and Exchange Commission (the “**SEC**”), applicable Nasdaq rules and such other qualifications as are established by the Board from time to time.

3. Chairperson

The Board may designate a chairperson of the Compensation Committee. In the absence of that designation, the Compensation Committee may designate a chairperson by majority vote of the Compensation Committee members.

RESPONSIBILITIES AND AUTHORITY

The following are the principal recurring responsibilities and authority of the Compensation Committee. The Compensation Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Compensation Committee deem appropriate. In carrying out its responsibilities, the Compensation Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Review Compensation for Executive Officers

The Compensation Committee shall:

- Review the performance of the CEO and other executive officers.
- Review and make recommendations to the Board regarding the



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- corporate goals and objectives applicable to the compensation of the CEO, evaluate the CEO's performance in light thereof, and consider factors related to the performance of the Company in making recommendations to the Board regarding the compensation level of the CEO. The CEO may not be present during deliberations or voting of the Compensation Committee on such matters.
- Review and make recommendations to the Board regarding the CEO's (1) base salary, (2) incentive bonus, including the specific goals and amount, (3) equity compensation, (4) any employment agreement, severance arrangement or change of control protections and (5) any other benefits, compensation or similar arrangements (including, without limitation, perquisites and any other form of compensation such as a signing bonus or payment of relocation costs). In evaluating and making recommendations regarding the long-term incentive component of CEO compensation, the Compensation Committee may consider, among other things, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEO in past years. The CEO may not be present during deliberations or voting of the Compensation Committee on such matters.
- In consultation with the CEO, review and make recommendations to the Board regarding items (1) through (5) in the previous bullet for other executive officers. An executive officer may not be present during deliberations or voting on such matters with respect to such executive officer.
- Review and approve any compensatory contracts or similar transactions or arrangements with current or former executive officers of the Company, including consulting arrangements, employment contracts, severance or termination arrangements, which shall include any benefits to be provided in connection with a



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- change of control, deferred compensation and clawback agreements, policies and plans. In this regard, the Compensation Committee shall have the power and authority to adopt, amend and terminate such contracts, transactions or arrangements, except with respect to compensatory contracts or similar transactions or arrangements with the CEO, in which case the Compensation Committee shall make recommendations to the Board.

2. Oversee Compensation Plans and Programs

The Compensation Committee shall:

- Administer the Company's employee benefit and compensation plans, including annual and long-term equity and non-equity incentive compensation plans for service providers of the Company, including directors, executive officers and other senior executives, including:
 - Establishing performance objectives and certifying performance achievement;
 - Reviewing and recommending to the Board for approval all equity incentive plans and grant awards of shares and stock options to directors and executive officers pursuant to such plans;
 - Granting stock options, share purchase rights or other equity-based or equity-linked awards to individuals eligible for such grants (other than directors and executive officers) in accordance with the pool of awards and form award agreements approved by the Board from time to time and any procedures and guidelines as may be established by the Board; and
 - Amending such stock options, share purchase rights or equity-based or equity-linked awards; provided any material amendments to such awards granted to directors or executive officers shall require approval by the Board.



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The Compensation Committee shall also have the ability to adopt, amend and terminate such plans, subject to applicable law and Nasdaq rules; provided any material amendments shall require approval by the Board.

The Compensation Committee may also make recommendations to the Board with respect to the adoption, amendment and termination of the plans, including changes in the number of shares reserved for issuance thereunder. Subject to applicable law and Nasdaq rules, the Board will approve any increase to the Company's equity incentive plans that does not occur automatically based upon the terms of such plans.

- Periodically review and recommend to the Board for approval compensation and benefits, including equity awards, for directors for Board and committee service.
- Participate with management in the preparation of the Company's Compensation Discussion and Analysis ("**CD&A**"). The Compensation Committee will review the final draft of the CD&A and recommend to the Board its inclusion in the Company's annual report and proxy statement, as applicable, to the extent required by the rules and regulations of the SEC.
- To the extent applicable, issue an annual Report of the Compensation Committee on Executive Compensation for the Company's annual proxy statement in compliance with applicable SEC rules and regulations.
- Undertake all further actions and discharge all further responsibilities imposed upon the Compensation Committee from time to time by the Board, the federal securities laws or the rules and regulations of the SEC.
- Annually review a risk assessment of the Company's compensation policies and practices.



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MEETINGS AND PROCEDURES

1. Meetings

- The Compensation Committee will set its own schedule of meetings and will meet at such times as it deems necessary or appropriate, but at least once per year. The chairperson of the Compensation Committee shall preside at each meeting. The chairperson will approve the agenda for the Compensation Committee's meetings and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Compensation Committee members present. The Compensation Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting, which shall constitute a valid action of the Compensation Committee if it has been executed by each Compensation Committee member and shows the date of execution. Any written consent will be effective on the date of the last signature or electronic consent, as the case may be, and will be filed with the minutes of the meetings of the Board.
- The Compensation Committee shall cause to be kept written minutes of its proceedings, which minutes will be filed with the minutes of the meetings of the Board.

2. Reporting to the Board

The Compensation Committee shall report regularly to the Board (i) with respect to such other matters as are relevant to the Compensation Committee's discharge of its responsibilities and (ii) with respect to such recommendations as the Compensation Committee may deem appropriate. The report to the Board may take the form of an oral report by the chairperson or any other member of the Compensation Committee designated by the Compensation Committee to make such report.



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3. Authority to Retain Advisors

The Compensation Committee shall have the authority, in its sole discretion, to select and retain any compensation consultant to be used by the Company to assist with the execution of its duties and responsibilities as set forth in this charter. Any compensation consultant selected and retained by the Compensation Committee must be independent of the Company pursuant to the applicable rules and regulations of the SEC or the exchange on which the Company's securities are listed, if any. The Compensation Committee shall set the compensation and oversee the work of any compensation consultants. The Compensation Committee shall have the authority, in its sole discretion, to engage independent counsel or other advisors as it deems necessary or appropriate to carry out its duties. The Company will provide appropriate funding, as determined by the Compensation Committee, to pay any such compensation consultant or any other outside advisors hired by the Compensation Committee and any administrative expenses of the Compensation Committee that the Compensation Committee determines are necessary or appropriate in carrying out its activities.

4. Subcommittees

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. Specifically, at its discretion, the Compensation Committee shall have the authority to designate a committee for equity awards to non-officers with the authority to grant equity awards to non-officer employees of the Company within guidelines established by the Compensation Committee from time to time. Such committee shall consist of a minimum of two members of the Board, one of whom may be the CEO. If designated, any subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Compensation Committee shall not delegate to a subcommittee any power or



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authority required by law, regulation or listing standard to be exercised by the Compensation Committee as a whole.

5. Committee Performance and Charter Review

The Compensation Committee shall evaluate its performance annually and review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.

6. Compensation

Members of the Compensation Committee may receive such fees, if any, for their service as Compensation Committee members as may be determined by the Board (or a committee thereof) in its sole discretion.