

## EXRO TECHNOLOGIES INC.

### TALENT AND COMPENSATION COMMITTEE CHARTER

#### Purpose and Objectives

The primary purposes and objectives of the Talent and Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Exro Technologies Inc. (the “**Company**”) are to:

1. Discharge the Board’s responsibilities relating to the compensation of the Company’s Chief Executive Officer (the “**CEO**”) and other executives and officers;
2. Provide oversight of the Company’s executive compensation plans, policies, and programs as they affect the executives and officers;
3. Review, assess, and make reports and recommendations to the Board as appropriate on succession planning with respect to the Company’s executives and officers;
4. Assist with the Board’s oversight of the Company’s culture and strategies relating to human capital management, including overseeing and reviewing Company management’s plan to attract, retain, and develop top talent, reduce attrition, and maintain a productive and positive Company culture.

#### Membership and Reporting

1. The Committee will consist of independent directors, meeting the criteria for independence as defined by Nasdaq listing rules. It will comprise at least two and not more than three members. At least two members of the Committee will qualify as “outside” directors under Internal Revenue Code Section 162(m).
2. Appointments and replacements to the Committee will be made by the Board and will be reviewed on an annual basis. The Board will provide for continuity of membership, while at the same time allowing fresh perspectives to be added.
3. The Committee may form and delegate authority to subcommittees if deemed appropriate by the Committee.
4. The chairperson of the Committee will be appointed by a majority vote of the Board on an annual basis.
5. The Committee will report to the Board, at the next scheduled meeting of the Board, the proceedings of the Committee and any recommendations made by the Committee.

#### Responsibilities

1. The Committee will meet as required and, in any event, at least once per year.
2. The Committee will establish an evaluation process for the annual review of the CEO, recommend to the Board the specific criteria on which the performance of the CEO is to be evaluated, and conduct an annual review of the CEO.
3. The Committee will review and make recommendations to the Board regarding the Company’s goals and objectives, performance, and compensation of the CEO on an annual basis. Compensation includes: salary; bonuses; benefits; perquisites; and stock options, RSUs, PSUs, and/or DSUs issued under the Company’s

*Omnibus Long-Term Incentive Plan (“Incentive Awards”)*. The CEO cannot be present during any voting or deliberations by the Committee on their compensation.

4. The Committee is responsible for reviewing and, as appropriate, approving the recommendations of the CEO regarding:
  - a) Compensation of the senior officers of the Company that report directly to the CEO;
  - b) The compensation policy of the Company, including internal structure, annual review, and relationship to market levels and changes;
  - c) Significant changes in the Company’s benefit plan and human resources policies; and
  - d) Issuance of Incentive Awards to employees, consultants, and directors.
5. The Committee may grant Incentive Awards without further approval of the Board provided that such grants are made in accordance with:
  - a) The policy established by the Board with respect to the vesting, pricing, and exercise period of such Incentive Awards; and
  - b) The Company’s *Omnibus Long-Term Incentive Plan*.
6. The Committee will review and recommend changes to the compensation of the Board, as necessary, based on a comparison of peer companies and issues relevant to the Company.
7. The Committee will review and make recommendations to the Board regarding annual bonus policies for employees and any incentive-compensation plans and equity-based plans of the Company.
8. The Committee will review the executive compensation disclosure before the Company publicly discloses this information.
9. The Committee will review and reassess the adequacy of this Charter annually.
10. At least annually, review and evaluate the performance of the Committee.
11. The Committee has the authority, to the extent it deems necessary or appropriate, to retain independent legal or other advisors. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the advisors employed by the Committee. In selecting a compensation consultant, legal counsel, or other adviser, the Committee must take into consideration all relevant factors, including any conflict of interest, in accordance with Section 5605(d)(3) of the Nasdaq Listing Rules.

*Adopted by the Board of Directors: May 13, 2024*