

## AVEPOINT, INC.

COMPENSATION COMMITTEE CHARTER

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**Approved: June 29, 2021**  
**Amended: May 9, 2022**  
**Effective (as Amended): May 9, 2022**

There shall be a Committee of the Board of Directors (the “**Board**”) of AvePoint, Inc., a Delaware corporation (the “**Company**”), to be known as the Compensation Committee (the “**Committee**”) with the purpose, composition, authority, duties, and responsibilities described in this Compensation Committee Charter (this “**Charter**”) as follows:

**A. PURPOSE OF THE COMMITTEE.**

The purpose of the Committee is to:

1. Review and approve the compensation of the Company’s executive officers, non-executive officers, and certain other employees as described in this Charter;
2. Act as the administering committee for equity compensation plans as designated by the Board; and
3. Perform the other duties and responsibilities set forth in this Charter.

**B. COMPOSITION OF THE COMMITTEE.**

The members of the Committee shall be appointed by the Board. The Committee will be composed of not less than three (3) Board members. Each member shall be “independent” in accordance with applicable law, including the rules and regulations of the Securities and Exchange Commission (the “**SEC**”) and the rules of the Nasdaq Stock Market LLC (“**Nasdaq**”) (taking into account such additional independence requirements specific to membership on the Committee as may be required by the rules of Nasdaq). Committee members are prohibited from interlocking or insider participation with any member of the board or compensation committee of another company. All Committee members shall qualify as “Non-employee Directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). At least two Committee members shall qualify as “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code. The presiding officer of the Committee (the “**Chair**”) shall be designated by the Board.

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.

**C. COMMITTEE MEETINGS.**

The Committee shall meet as often as it deems appropriate, but not less than four times a year, to perform its duties and responsibilities under this Charter. The Chair of the Board, any member of the

Committee, or the Secretary of the Company may call meetings of the Committee. The Chair of the Committee, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee's agenda. At the beginning of the year, the Committee will establish a schedule of agenda subjects to be discussed during the year (to the extent these can be foreseen). The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

#### **D. AUTHORITY AND RESOURCES.**

The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a Committee meeting. Barring any conflict of interest (including any circumstance that would or could jeopardize the independence of the Committee) identified by him, by the Board, by the Committee, or any member or members thereof, the head of the Company's Office of the General Counsel (the "***General Counsel***") shall be entitled to attend meetings of the Committee as a non-voting participant, and in particular the Committee shall ensure that the General Counsel attends each meeting at which equity award grants are to be considered or approved. The Committee can delegate any of its responsibilities to such person or persons, including officers or employees of the Company or any of its members, except to the extent otherwise prohibited by applicable law or the rules and regulations of the SEC or the Nasdaq.

The Committee has the right, in its sole discretion, at any time to retain or obtain advice, reports or opinions from such internal and external counsel, compensation consultants and other experts and advisors (each, a "***Compensation Advisor***") as it deems necessary or appropriate to assist it in the full performance of its functions. For the avoidance of doubt, unless otherwise determined by this Committee or the Board, the Committee's initial Compensation Advisor shall be Lockton Companies, LLC.

The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any Compensation Advisor retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Advisor retained by the Committee. Before selecting or receiving advice from a Compensation Advisor (other than the General Counsel), the Committee shall consider such factors as may be required by the rules of the Nasdaq or applicable rules of the SEC with respect to the independence of the Compensation Advisor. Nothing in the foregoing shall be construed: (i) to require the Committee to implement or act consistently with the advice or recommendations of the Compensation Advisor; or (ii) to affect the ability or obligation of a Committee to exercise its own judgment in fulfillment of the duties of the Committee.

With the Committee's oversight, the Compensation Advisor shall work with management of the Company to create, compile, and reconcile information necessary to prepare all compensation reports for the Committee and make recommendations to the Committee based on the recommendations of the Compensation Advisor.

Notwithstanding anything else contained in this Charter to the contrary, the Committee shall not be empowered to approve matters that applicable law, the Company's Charter, or the Company's bylaws require to be approved by a vote of the full Board.

## **E. DUTIES AND RESPONSIBILITIES.**

The Committee shall:

1. Review and approve the compensation of the Executive Chairman, the Chief Executive Officer, the Executive Officers (as such term is used and defined by the Executive Chairman), and other senior executives as the Committee deems appropriate. Such review and approval shall include assessment of base salary, bonus, and equity awards under the Company's compensation and incentive plans. None of the persons described above may be present during voting or deliberations on his or her compensation, even if such person were otherwise entitled to attend a meeting of the Committee.
2. Review and approve any perquisites and benefit policies or programs available to the Company's executive officers, except to the extent such benefit policies or programs apply to employees of the Company generally.
3. Review annually with the Board an evaluation of the performance of the officers and executives described in the foregoing paragraph E.1. and the Company's other executive and non-executive officers.
4. Review and approve compensation arrangements for persons newly hired as executive officers of the Company and compensation changes for employees promoted into such roles.
5. Review and approve any employment or post-employment agreement applicable to any of the Company's executive officers in accordance with all applicable laws.
6. Review annually and make recommendations to the Board regarding the compensation of members of the Board and Board committees.
7. To the extent it deems necessary or appropriate, recommend to the Board the establishment or modification of equity compensation plans for the Company and its subsidiaries.
8. Act as administering committee of any employee bonus and other incentive plans, equity compensation plans, and equity arrangements that may be adopted by the Company from time to time, with such authority and powers as are set forth in the respective plans' instruments, in each case subject to the authority granted by this Charter (including Section F hereof) and applicable policies adopted by the Board.
9. To the extent it deems necessary or appropriate, review with management the Company's employee benefit policies, programs, and administration.
10. Oversee and at least annually review compliance with the stock ownership guidelines for directors the officers and executives described in the foregoing paragraph E.1. and the Company's other non-executive officers.

11. Oversee and at least annually review the assessment and mitigation of risks associated with the Company's compensation policies and practices.
12. Review and discuss with management the Company's Compensation Discussion & Analysis and recommend to the Board whether the Compensation Discussion & Analysis be included in the Company's proxy statement and annual report on Form 10-K.
13. Prepare an annual Compensation Committee Report for inclusion in the Company's proxy statement and annual report on Form 10-K.
14. Consider the results of shareholder advisory votes on executive compensation (say-on-pay) and the frequency of such votes.
15. Report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate at least once a year.
16. To the extent it deems necessary or appropriate, review and advise the Board regarding other compensation plans and perform such other functions as assigned by law, the Company's Charter or bylaws, the terms of the applicable plans, or the Board.

#### **F. SUPPLEMENTAL "OFF-CYCLE" AWARDS.**

The Company's executive officer in charge of human resources (the "**Chief People Officer**") shall have the ability and discretion to grant equity awards to Company non-executive existing personnel for retention purposes as well as newly hired personnel outside of and supplemental to the Company's regular annual equity grant cycle (each such supplemental award grant, an "**Off-Cycle Grant**," and collectively, "**Off-Cycle Grants**") pursuant to the Company's 2021 equity compensation plan (or any plan adopted subsequent to such plan) in individual and aggregate amounts up to the Off-Cycle Grant Maximum (as defined below). Awards granted as Off-Cycle Grants will reduce the aggregate pool of available shares of Company common stock reserved for issuance under the Company's 2021 equity incentive plan (or any plan adopted subsequent thereto) to the same extent as all other equity awards granted thereunder. Off-Cycle Grants to existing executive officers or newly hired executive officers shall remain subject to the sole discretion and approval of the Committee.

Any Off-Cycle Grants made by the Chief People Officer pursuant to this paragraph are pre-approved by the Committee and do not require further consent of the Committee prior to granting. However, the Chief People Officer shall be required to notify the Committee of any such Off-Cycle Grant (i) at the Committee's next meeting subsequent to the date on which such Off-Cycle Grant award or awards were made or (ii) at least once per fiscal quarter (in each quarter in which an Off-Cycle Grant has been made). The Chief People Officer shall be required to provide to the Committee the name(s) and job title(s), of the awarded individuals, the type(s) of equity awards made, the amount(s) (in dollars and aggregate number of common stock shares (or derivatives thereof)) awarded, and the date or dates on which such Off-Cycle Grants were made.

For the avoidance of doubt, no Off-Cycle Grant award may be made by the Chief People Officer pursuant to this Section F to any person to whom an equity award has previously been made in the applicable fiscal

year by the Committee or by the Chief People Officer except where such grants are made to facilitate retention of existing employees.

“*Off-Cycle Grant Maximum*” means, in any given fiscal year (it being understood that amounts not granted do not carry over to any following years):

- Maximum individual equity award value of up to \$1,000,000 USD
- Maximum aggregate equity awards in any fiscal year equal to the lesser of (A) 1,500,000 shares of the Company’s common stock (or common stock shares underlying derivative awards such as stock options) and (B) 0.75% of the aggregate number of Company common stock shares outstanding on an undiluted basis (i.e. excluding shares underlying equity awards that have not vested or, in the case of options, that are not exercisable or have not been exercised) at the time of grant.

#### **G. REVIEW OF CHARTER.**

The Committee will review and assess the adequacy of the Committee’s Charter, structure, processes, and membership requirements and submit any recommended changes to the Board at least once a year.