

**Fathom Digital Manufacturing Corporation**  
**Compensation Committee Charter**

(Adopted and approved on November 1, 2023)

**I. Purpose**

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) is to oversee the discharge of the responsibilities of the Board of Fathom Digital Manufacturing Corporation (the “*Company*”) relating to the review and determination of compensation and benefits of the Company’s executive officers and directors, as set forth in this Compensation Committee Charter (this “*Charter*”).

**II. Composition, Director Independence**

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the New York Stock Exchange (the “*NYSE*”) and must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), except as otherwise permitted by applicable NYSE rules, including applicable exemptions and transition periods, and meet all other eligibility requirements of applicable laws.

Committee members must be appointed to the Committee by the Board and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

**III. Meetings, Procedures and Authority**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, select, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise) (each, an “*Advisor*”) to assist with the performance of its duties and responsibilities set forth in this Charter, provided that, preceding any such retention or advice, the Committee must take into consideration all factors, including any applicable factors under NYSE rules, relevant to the Adviser’s independence from management. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its Advisors.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s bylaws, and the applicable NYSE rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. Duties and Responsibilities**

1. CEO Compensation. The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer (“*CEO*”). At least annually, the Committee will evaluate the CEO’s performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer’s compensation.

2. Other Executive Officer Compensation. The Committee will review and set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer. In connection with the foregoing, the Committee will oversee an evaluation of the performance of the executive officers of the Company other than the Chief Executive Officer.

3. Employee Compensation. The Committee will annually review and approve a merit-based salary pool of a specified amount from which the Committee or the CEO shall have the discretion and authority to allocate the merit-based salary increases (up to the amount of such pool) among non-executive officer employees of the Company.

4. Director Compensation. The Committee will review and make recommendations to the Board at least once a year regarding director compensation and benefits for service on the Board and Board committees.

5. Incentive and Equity Compensation. The Committee will review and approve or make recommendations to the Board regarding the Company’s incentive compensation and equity-based plans and arrangements (the “*Plans*”), and where appropriate or required in connection therewith, recommend actions for approval by the stockholders of the Company. The Committee will have the authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board), and to approve grants of cash-based and equity-based awards under the Plans. To the extent permitted by applicable law and the applicable Plan, the Committee may delegate to one or more executive officers of the Company the authority to grant, and make determinations and administer the Plan with respect to, equity-based awards under a Plan to employees and consultants of the Company who are not executive officers or directors of the Company.

6. Compensation Discussion and Analysis. To the extent that the Company is required to include a “Compensation Discussion and Analysis” (“*CD&A*”) in the Company’s Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company’s CD&A and will consider whether it will recommend to the Board that the Company’s CD&A be included in the appropriate filing.

7. Compensation Committee Report. The Committee will, as applicable, prepare the annual Compensation Committee Report on executive officer compensation required by Item 407(e)(5) of Regulation S-K (or any successor rule or regulation) to be included in the Company's proxy statement or annual report on Form 10-K.

8. Employment Agreements, Offer Letters and Arrangements. The Committee will review and make recommendations to the Board regarding or approve and, when appropriate, recommend to the Board for approval, any employment agreements or offer letters and any severance arrangements or plans, including any benefits to be provided in connection with a change in control of the Company, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.

9. Stock Ownership Guidelines. The Committee will determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.

10. Clawback Policies. The Committee may develop and recommend to the Board for approval policies for the recovery or clawback of compensation. The Committee shall oversee and monitor compliance with (i) all Board-approved clawback policies and procedures and (ii) all laws and rules related thereto, including with respect to the clawback policy the Board adopted in accordance with Rule 10D-1 of the Exchange Act and related NYSE rules, as such laws and rules may be amended from time to time.

11. Reports to the Board of Directors. The Committee must report regularly to the Board regarding the activities of the Committee.

12. Committee Self-Evaluation. The Committee must at least annually perform an evaluation of the performance of the Committee and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate, subject to any laws, rules or regulations that may then be applicable.

13. Review of this Charter. The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities, along with the authority to act on such responsibilities, to one or more subcommittees of the Committee. Subject to applicable law, rules and regulations and the organizational documents of the Company, the Committee shall have the authority to delegate any of its responsibilities, along with the authority to act on such responsibilities, to one or more officers of the Company.

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Effective Date: November 1, 2023