

# **PATTERN GROUP INC.**

## **COMPENSATION COMMITTEE CHARTER**

### **I. Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Pattern Group Inc. (the “Company”) is to discharge certain of the Board’s responsibilities relating to compensation of the Company’s non-employee directors and executive officers, oversee the Company’s overall compensation structure, policies and programs, and review the Company’s processes and procedures for the consideration and determination of non-employee director and executive officer compensation. The primary objective of the Committee is to develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies and the alignment of the interests of management with the long-term interests of the Company’s stockholders.

### **II. Composition**

The number of individuals serving on the Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the Nasdaq Stock Market Rules (the “Nasdaq Rules”), subject to an election by the Company to rely on any applicable exceptions in the Nasdaq Rules, including the “controlled companies” exemption and the applicable transition periods. In determining the members of the Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“Exchange Act”).

The Board shall appoint the members of the Committee from time to time and may replace or remove them at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies, for whatever reason, may be filled only by the Board. The Board shall designate one member of the Committee to serve as chair of the Committee (“Chair”).

### **III. Meetings**

The Committee shall meet as often as it deems appropriate, in person, by video or telephone conference or by other means of communications by which all participants can hear each other. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting, and the Committee may act by vote of a majority of members present at a meeting. In lieu of a meeting, the Committee may act by unanimous written consent (which may include electronic consent) in accordance with the Company’s certificate of incorporation and/or bylaws. The Chair of the Committee, in consultation with the other members and management, may set meeting agendas consistent with this Compensation Committee Charter (“Charter”).

#### **IV. Compensation Matters**

The Committee's responsibilities with respect to compensation matters shall be to:

- Review and approve the corporate goals and objectives to be considered in determining the compensation of the Company's Chief Executive Officer ("CEO");
- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and determine and approve the CEO's compensation based on that evaluation;
- Periodically review and approve (a) any employment agreements, severance arrangements and change in control agreements or provisions, in each case, when and if appropriate and (b) any special or supplemental benefits, when and if appropriate;
- Exclude the CEO during voting or deliberations regarding the CEO's compensation;
- Periodically determine the compensation of all officers of the Company other than the CEO and, at the discretion of the Committee, other members of senior management; for this purpose, the term "officer" has the meaning defined in Rule 16a-1 promulgated under the Exchange Act;
- Oversee an annual evaluation of all "officers" of the Company other than the CEO and, at the discretion of the Committee, other members of senior management;
- Review periodically the aggregate amount of compensation being paid or potentially payable to all "officers" of the Company other than the CEO, and at the discretion of the Committee, other members of senior management;
- For the "officers" of the Company other than the CEO, and at the discretion of the Committee, other members of senior management, periodically review and approve (a) any employment agreements, severance arrangements and change in control agreements or provisions, in each case, when and if appropriate and (b) any special or supplemental benefits, when and if appropriate; and
- Periodically review and make recommendations to the Board regarding the compensation of non-employee directors.

#### **V. Processes and Procedures**

The Committee's responsibilities with respect to processes and procedures shall be to:

- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Committee deems advisable with regard to) the Company's processes and procedures for considering and determining non-employee director and executive officer compensation, and review and discuss with management the description, if any, of such

processes and procedures to be included in the Company's proxy statement or annual report on Form 10-K;

- Review and assess the results of the most recent stockholder advisory vote on executive compensation and, to the extent the Committee deems appropriate, take such results into consideration in connection with its review and approval of compensation for executive officers;
- Adopt and administer a compensation recovery policy including, without limitation, a policy designed to comply with any rules or regulations adopted by the Securities and Exchange Commission ("SEC") and the Nasdaq Rules pursuant to Section 10D of the Exchange Act;
- Perform an annual evaluation of the Committee and report the results to the Board; and
- Annually review and reassess the adequacy of this Charter and submit any proposed changes to the Board for approval.

## **VI. Compensation Committee Report**

The Committee's responsibilities with respect to the Compensation Committee Report shall be to:

- Review and discuss with management the Compensation Discussion and Analysis, if any, to be included in the Company's proxy statement or annual report on Form 10-K ("CD&A");
- Based on its review and discussions with management, recommend to the Board that the CD&A, if and when required, be included in the Company's proxy statement or annual report on Form 10-K; and
- Prepare the Compensation Committee Report, if and when required, to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the rules and regulations of the SEC, the Nasdaq Rules, and any other rules and regulations applicable to the Company.

## **VII. Incentive-Based Compensation and Equity-Based Plans**

The Committee's responsibilities with respect to incentive-based compensation and equity-based plans shall be to:

- Review and approve grants and awards under incentive-based compensation plans and equity-based plans, in each case consistent with the terms of such plans;
- Act as the administrator under the Company's equity-based plans; and
- Oversee administration of all incentive compensation and equity-based plans for employees and approve all forms of award agreement and/or sub-plans adopted thereunder.

## **VIII. Additional Authority**

The Committee is authorized, on behalf of the Board, to do any of the following:

- Retain or obtain the advice of compensation consultants, legal counsel and/or other advisers.
- Have sole responsibility for the appointment, retention, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser (each, a “Consultant”) it retains (payment, as determined by the Committee, of reasonable compensation to any such Consultant to be funded by the Company); and
- Before selecting a Consultant consider all factors relevant to the Consultant’s independence from management of the Company, including the following:
  - The provision of other services to the Company by the Consultant’s employer;
  - The amount of fees received from the Company by the Consultant’s employer, as a percentage of the total revenue of the Consultant’s employer;
  - The policies and procedures of the Consultant’s employer that are designed to prevent conflicts of interest;
  - Any business or personal relationship of the Consultant with a member of the Committee;
  - Any stock of the Company owned by the Consultant; and
  - Any business or personal relationship of Consultant or the Consultant’s employer with an executive officer of the Company.

The foregoing shall not apply to inside legal counsel or to a Consultant whose role is limited to activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K.

## **IX. General**

- The Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members to carry out its responsibilities;
- The Committee shall make regular reports to the Board on matters for which it has responsibility;
- In carrying out its responsibilities, the Committee shall be entitled to rely on advice and information it receives from management and any experts, advisors and professionals with whom it may consult;
- The Committee shall have the authority to request that any officer or employee of the Company, the Company’s outside legal counsel, the Company’s independent auditor or any

other professional retained by the Company meet with the Committee or its members or advisers; and

- The Committee may perform such other functions the Board may request from time to time.

ADOPTED: September 9, 2025

EFFECTIVE: September 18, 2025