

COMPENSATION COMMITTEE CHARTER

1. Members. The Board of Directors of ERock, Inc. (the “Company”) appoints a Compensation Committee of at least three members, consisting entirely of independent directors, and designates one member as chairperson. Members of the Compensation Committee are appointed by the Board of Directors upon the recommendation of the Nominating and Corporate Governance Committee. For purposes hereof, an “independent” director is a director who meets the New York Stock Exchange (“NYSE”) standards of “independence” for directors and compensation committee members, as determined by the Board. Additionally, at least two members of the Compensation Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the “Exchange Act”). A subsequent determination that any member of the Compensation Committee does not qualify as a “non-employee director” will not invalidate any previous actions by the Compensation Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

2. Purpose, Duties, and Responsibilities. The purpose of the Compensation Committee is to assist the Board in discharging its oversight responsibilities relating to compensation of the Company’s Chief Executive Officer (“CEO”) and other “officers” (as such term is defined under Rule 16a-1 promulgated under the Exchange Act (collectively, the “Executive Officers”) and directors. Among its specific duties and responsibilities, the Compensation Committee will:

- (a) Oversee the Company’s overall compensation philosophy, policies and programs, and assess whether the Company’s compensation philosophy establishes appropriate incentives for management and employees.
- (b) Review and consider the results of the Company’s most recent stockholder advisory vote on executive compensation and the frequency of such vote.
- (c) Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO’s performance in light of those goals and objectives, and recommend to the independent directors the CEO’s compensation level, including annual base salary, short- and long-term (including cash-based and equity-based) incentive awards, and other perquisites or personal benefits, based on this evaluation.
- (d) Oversee the performance evaluation of other Executive Officers and approve the compensation of other Executive Officers (including annual base salaries, short- and long-term (including cash-based and equity-based) incentive awards, and perquisites or personal benefits), based upon the recommendation of the CEO.
- (e) Review and recommend to the Board the Company’s equity-based plans, and, to the extent subject to the approval of the Board, the Company’s incentive compensation plans, and administer such plans in accordance with their terms and applicable law or oversee the activities of the individuals responsible for administering those plans, as applicable.

- (f) Review and approve the terms and grant of equity awards for Executive Officers under the Company’s equity-based plans; provided, however, that if at any time the Compensation Committee does not consist entirely of “non-employee directors” for purposes of Rule 16b-3, then the Compensation Committee shall recommend such grants of equity awards for Executive Officers (i) to the full Board for approval or (ii) if at least two members of the Compensation Committee are “non-employee directors” for purposes of Rule 16b-3, to a subcommittee of the Compensation Committee made up exclusively of “non-employee directors” for purposes of Rule 16b-3.
- (g) Review and approve the design of other benefit plans pertaining to executive officers.
- (h) Approve, and amend or modify, the terms of other compensation and benefit plans as appropriate or oversee the activities of the individuals responsible for administering those plans, as applicable.
- (i) Review and recommend to the Board any employment agreements and post-service arrangements for Executive Officers, including any change-in-control provisions, plans or agreements, retention agreements, severance agreements, consulting arrangements, and supplemental benefits.
- (j) Review and discuss with management the Company’s Compensation Discussion and Analysis (“CD&A”) and related disclosures that Securities and Exchange Commission (“SEC”) rules require be included in the Company’s annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and oversee preparation of the compensation committee report required by SEC rules for inclusion in the Company’s annual report and proxy statement.
- (k) Periodically review the form and amount of compensation of non-employee directors for service on the Board and its committees and recommend any changes in compensation to the Board as appropriate.
- (l) Oversee succession planning for positions held by Executive Officers, and review succession planning and management development at least annually with the Board, including recommendations and evaluations of potential successors to fill these positions.
- (m) Oversee the assessment of the risks related to the Company’s compensation policies and programs applicable to officers and employees, and report to the Board on the results of this assessment.
- (n) At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company’s annual report and proxy statement.

- (o) Oversee the Company's engagement efforts with stockholders on the subject of executive compensation.
- (p) Review, approve, and administer any compensation recoupment or clawback policies maintained by the Company. Review and recommend changes to any such policies to the Board from time to time as appropriate.
- (q) Annually evaluate the performance of the Compensation Committee and the adequacy of the Committee's charter.

3. Subcommittees. The Compensation Committee may delegate its duties and responsibilities to one or more subcommittees, consisting of not less than two members of the Committee, as it determines appropriate; provided, however, that when appropriate to satisfy the requirements of Rule 16b-3 under the Exchange Act, any such subcommittee shall be composed solely of two or more members that qualify as "non-employee directors" for purposes of Rule 16b-3 under the Exchange Act.

4. Outside advisers. The Compensation Committee will have the authority, in its sole discretion, to retain or obtain the advice of such consultants, outside counsel and other advisers as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist in the evaluation of director, CEO or executive compensation. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisers retained by the Compensation Committee, and will receive appropriate funding, as determined by the Compensation Committee, from the Company for payment of compensation to any such advisers. The Compensation Committee will assess the independence of consultants, outside counsel and other advisers (whether retained by the Compensation Committee or management) that provide advice to the Compensation Committee, prior to selecting or receiving advice from them, in accordance with NYSE listing standards.

5. Meetings. The Compensation Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places as the Compensation Committee or its chairperson determines. At each meeting, the Compensation Committee will also meet separately in executive session with the General Counsel. The majority of the members of the Compensation Committee constitutes a quorum. The Compensation Committee will report regularly to the full Board with respect to its activities.

Effective: June 10, 2026