



## BLINK CHARGING CO.

### Compensation Committee Charter

(As amended and re-adopted in full by the Compensation Committee and the Board of Directors on April 27, 2021).

#### I. Policy and Purpose

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of **BLINK CHARGING CO.** (the “**Company**”) discharges the Board’s responsibilities relating to the compensation and benefits of the CEO, Executive Officers and Directors of the Company in a manner consistent with and in support of the Company’s strategy, competitive practice, sound corporate principles and the interests of the Company’s stockholders.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval. New Committee Members (the “**Members**”) will receive appropriate training and orientation.

#### II. Committee Membership

The Committee shall consist of at least two (2) or more directors elected by the Board. At least two (2) members of the Committee must be independent, namely, “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the “Exchange Act”) as amended and (ii) under the definition of “Independent Director” in Nasdaq Listing Rule 5605(a)(2).

In determining the independence of any director who will serve on the Committee, the Board of Directors shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to their ability to be independent of management in connection with the duties of a Committee Member, including, but not limited to:

- i. The source of compensation of such director, including any consulting, advisory, or other compensatory fee paid by the Company to such Director; and
- ii. Whether such director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company.

Each director must keep the Nominating and Corporate Governance Committee fully and promptly informed about any development affecting a director’s independence. A director who does not meet the independence criteria of NASDAQ may, subject to the approval of the Board, serve on the Committee pursuant to, and subject to the limitation under, the “exceptional and limited circumstances” exception as provided under the rules of NASDAQ. A Board member shall not serve on this Committee if any executive officer of the Company serves on the board of directors of an entity that employs such Board member as an executive officer.

The Board of Directors shall appoint the Committee members at its first meeting following the Annual Meeting of Stockholders on the Nominations and Governance Committee’s recommendation. The Committee member, so appointed by the Board, shall serve until their successor is duly elected and qualified or until such a member’s earlier resignation, removal, or death. Any member of the Compensation Committee may be removed or replaced by the Board.

Unless a Chairperson is elected by the entire Board, the Committee members may designate a Chairperson (the “**Chair**”) based on a majority vote of the full Committee. The Chair shall preside at all Committee meetings and set the agenda for each Committee meeting.

### III. Meetings

The Committee shall meet at least semi-annually. The Committee shall regularly report to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. Any actions taken by the Committee when one or more members fail for any reason to meet the membership requirements mentioned above shall be construed as duly authorized actions of the Committee for all practical purposes. Minutes of each meeting will be taken and recorded in writing, and the same shall be filed with the minutes of the meetings of the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases, the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

### IV. Committee Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

- a) To review and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer (“CEO”), evaluate at least annually the CEO’s performance in light of those goals and objectives and determine and approve the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee may consider the Company’s performance, the value of similar incentive awards given to CEOs at comparable companies, and the awards given to the Company’s CEO in past years. The CEO shall not be present during any voting or deliberations by the Committee on their compensation.
- b) To review and approve proposals made by the CEO regarding the total compensation of senior executives of the Company, such review to include, at a minimum, the Section 16 Officers whose compensation treatment is disclosed in the proxy statement of the Company.
- c) To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary. To review and approve or make recommendations to the Board regarding the compensation of all other executive officers.
- d) To approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, and where appropriate or required, recommend for approval by the stockholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company’s incentive compensation plans and equity-based plans, including setting up guidelines regarding the designation of the type of employees and/or consultants to whom the awards are to be granted, and the terms and conditions applicable to each type of award or grant, subject to the provisions of each plan. However, the Committee need not oversee or approve individual stock grants to non-executive employees.
- e) To review and make recommendations to the Board regarding any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
- f) To determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
- g) To review the Company’s incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
- h) To review, approve and, when appropriate, recommend to the Board for approval all employee and/or consultants’ benefit plans for the Company, which includes the ability to adopt, amend and terminate such plans.

- i) To establish and certify performance goals the “KPIs”) pursuant to the Company’s 2018 Compensation Plan (as related to plans linked to such performance measures.
- j) To produce an annual report on Senior Executive compensation, to be included in the Company’s proxy statement in accordance with applicable laws and regulations.
- k) To annually confer with management and discuss internal controls and disclosure controls as they pertain to executive compensation.
- l) To perform all other activities the Committee deems necessary and appropriate when not inconsistent with (i) this Charter; (ii) the Company’s Articles of Incorporation or Bylaws; or (iii) governing law.

## **V. Delegation to Subcommittees**

The Committee shall have the authority to delegate any of its responsibilities, along with authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion. To the extent necessary to comply with Rule 16b-3 of the Exchange Act as amended or Nasdaq Listing Rule 5605(a)(2), the Outside Directors, acting as a sub-committee, shall have authority to act on behalf of the Committee.

## **VI. Reports to the Board of Directors**

The Committee shall make regular reports to the Board of Directors on the Committee’s activities, recommendations and conclusions. It will report to the Board on the major items covered at each Committee meeting. Reports of meetings of the Committee will be made to the Board at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board approved by the Committee.

## **VII. Outside Counsel or Other Consultants**

In connection with its duties and responsibilities, the Committee shall have the authority to retain outside legal, accounting or other advisors to assist in fulfilling their responsibilities in determining CEO and Senior Executive Total Compensation levels, including the authority to approve the fees payable by the Corporation to such advisors and other retention terms. The Company shall bear the fees and any costs of any consultant or advisor engaged by the Committee to assist it in performing its duties.

## **VIII. Annual Review of the Charter and Performance**

The Committee shall annually review the scope of its responsibilities and the Committee’s performance of its duties. In addition, the Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any changes it considers necessary or advisable.