



Compensation Committee

Charter



I. Membership

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Blink Charging Co. (the “**Company**”) shall consist of two (2) or more directors. Each member of the Committee shall be independent in accordance with the rules of Nasdaq and the Company’s independence guidelines for members of the Committee.

At least two (2) members of the Committee 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**”). The Board shall appoint the members of the Committee based on recommendations from the Nominating, Corporate Governance & Sustainability Committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee, including the Chairperson, at any time, with or without cause.

II. Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of executive and Board compensation and benefits 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.

III. Meetings

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least two (2) times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly 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.

Calling of Meetings. Meetings of the Committee may be called by the Chairperson of the Committee, the Chairperson of the Board, or any two (2) members of the Committee. Notice of any meeting of the Committee shall be given to each member of the Committee at least One (1) day prior to the meeting unless all members waive such notice. The notice shall state the time, date, and place of the meeting and, if possible, the agenda to be discussed. In urgent circumstances, special meetings of the Committee may be called by the Chairperson of the Board or the Chairperson of the Committee upon two (2) hours’ notice to each Committee member. The notice for a special meeting shall state the purpose of the meeting. Any two (2) members of the Committee may request the Chairperson of the Committee to call a meeting. If the Chairperson does not call a requested meeting within two (2) days, those two members may call the meeting themselves, providing notice as described above.

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.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

IV. Duties 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. The CEO cannot be present during any voting or deliberations on their compensation by the Committee.
- b) To review and make recommendations to the Board regarding the compensation of all other senior executive officers.
- c) To review, 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 designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.
- d) To review and discuss with management the Company’s Compensation Discussion and Analysis (“CD&A”), recommend that the CD&A be included in the Company’s annual report on Form 10-K and proxy statement, and produce the compensation committee report on senior executive officer compensation required to be included in the Company’s proxy statement or annual report on Form 10-K.
- e) To review, approve and, when appropriate, recommend to the Board for approval, 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, approve and, when appropriate, recommend to the Board for approval, any employee benefit plans for the Company, including the ability to adopt, amend and terminate such plans and delegate oversight of such plans.
- h) Review the Company’s incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the

relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

- i) Review all director compensation and benefits for service on the Board and Board committees at least once a year and recommend any changes to the Board as necessary.
- j) To oversee engagement with stockholders and proxy advisory firms on executive compensation matters.
- k) To establish and certify executive key performance indicators (the “KPIs”) pursuant to the Company’s 2018 Incentive Compensation Plan (as related to plans linked to such performance measures) or any incentive plan adopted by the Board hereafter.
- l) To produce an annual report on senior executive compensation, which will be included in the company’s proxy statement in accordance with applicable laws and regulations.
- m) To annually confer with management and discuss internal controls and disclosure controls as they pertain to executive compensation.

V. Outside Advisors

Upon the Board's approval, the Committee may select, retain, and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm per the Board of Directors’ annual budget for committees.

The Committee shall receive appropriate funding from the Company, as determined by the Board per its established annual budget for committees, for the payment of compensation to its search consultants, outside counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company’s in-house counsel), the Committee must consider the factors specified in NASDAQ. After considering the specified factors and after receiving Board approval, the Committee may retain, or receive advice from, any compensation advisor they prefer, including those that are not independent. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. Any compensation consultant retained by the Committee to assist with its

responsibilities relating to executive compensation or director compensation shall not be retained by the Company for any compensation or other human resource matters.

VI. Structure and Operations

Delegation of Authority. The Committee shall have the authority to delegate any of its responsibilities and take action in relation to such responsibilities to one or more subcommittees as the Committee may deem appropriate in its sole discretion. 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 take action in relation to such responsibilities, to one or more officers of the Company. The delegation of authority is subject to revocation or modification by the Board at any time. The Committee shall exercise its discretion in granting equity-based awards in the best interests of the Company and its shareholders.

Performance Evaluation. The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

As amended and re-adopted in full by the Board of Directors on May 30, 2024.