

**Columbia Care Inc.**  
**Compensation Committee Charter**  
Effective as of April 26, 2019

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Columbia Care Inc., a Delaware limited liability company (the “**Company**”).

**Section 1 Purpose**

1.1 General Purpose. The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to: (a) the administration of the Company’s compensation plans, including the equity-based plans and executive compensation programs of the Company, (b) the performance evaluation and compensation of the Company’s senior executives, including determining the compensation of the Company’s Chief Executive Officer (“**CEO**”) and its Executive Chairman (“**Executive Chairman**”), (c) the development of succession planning systems and processes relating to the CEO and Executive Chairman; (d) the recruitment, appointment, development and retention of the CEO and Executive Chairman; and (e) compensation of directors of the Board. The Committee shall prepare the compensation committee report required by any applicable securities listing or regulatory authorities.

1.2 Delegated Authority. In addition to the powers and responsibilities expressly delegated to the Committee below, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without the requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

**Section 2 Composition and Membership**

2.1 Committee Members. The Board will appoint the members (“**Members**”) of the Committee, taking into account any recommendation that may be made by the Committee. The Members are appointed to hold office until such Member’s successor is duly appointed or elected, as applicable, and qualified or until such Member’s earlier resignation or removal. The Board may add or remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.

2.2 Composition. The Committee will consist of as many non-employee directors of the Board as the Board may determine, to the extent consistent with the Company’s bylaws, and any applicable law. All Members will meet the criteria for independence established by applicable

laws and the rules of any stock exchanges upon which the Company's securities are listed. The determination of a director's independence for these purposes shall be made by the Board.

2.3 Chair. The Board will appoint one of the Members to act as the chair of the Committee (the "**Chair**"), taking into account any recommendation that may be made by the Committee.

2.4 Delegation. The Committee may delegate any or all of its functions to any of its Members or any sub-set thereof, or other persons, from time to time as it sees fit.

### **Section 3 Authority and Responsibilities**

The Committee shall have the following responsibilities:

3.1 Compensation Philosophy. In conjunction with management, the Committee shall establish the Company's compensation philosophy in line with the Company's overall objectives and goals as determined by the Board. The Committee shall from time to time as it deems appropriate review such philosophy in order to determine if it continues to be consistent with the Company's objectives and goals.

3.2 Compensation Plans. The Committee shall review the adequacy of the executive compensation plans of the Company and shall review and make recommendations to the Board with respect to the adoption or amendment of all: (a) executive incentive compensation plans; (b) equity-based compensation plans for the Company; and (c) compensation for non-employee directors. The Committee shall establish, and periodically review, general guidelines with respect to all equity-based awards pursuant to the Company's equity-based plans.

3.3 Stock Ownership Guidelines. The Committee shall review and approve the establishment of any stock ownership guidelines for the senior executives and directors of the Company.

3.4 Management Performance; Management Compensation. The Committee shall annually oversee the process by which the performance evaluations of the senior executives of the Company, including the Company's CEO and Executive Chairman, are assessed in compliance with any applicable listing standards and/or any other applicable rules or regulations.

- (a) The Committee shall at least annually review the goals and objectives for the CEO and the Executive Chairman. In addition, the Committee shall annually evaluate the performance of the CEO and Executive Chairman, including evaluating performance in light of the goals and objectives relevant to his or her compensation, and shall discuss that evaluation with the Board. The Committee shall set the CEO's and Executive Chairman's compensation based on this evaluation and the compensation philosophy of the Company. The CEO and Executive Chairman may not be present during voting or deliberations by the Committee on his or her compensation.

- (b) The Committee shall at least annually review and provide input regarding the compensation of each other senior executive of the Company, including any policies or plans concerning perquisites, severance, or change in control, based on the compensation philosophy of the Company. To the extent required by applicable law or listing requirements, the Committee shall approve the CEO's recommendations regarding the compensation of the Company's senior executives.

3.5 Compensation Committee Report. To the extent required by any applicable securities rules and regulations, the Committee shall produce a compensation committee report for the Board's review.

3.6 Strategic Human Resources Matters. The Committee shall periodically receive and review the report of management regarding the Company's significant human resources strategies, including succession planning for key executive positions.

3.7 Committee Performance. At least annually, the Committee shall review its own performance.

3.8 Review of Charter. The Committee shall periodically reassess the adequacy of this Charter in such manner as it deems appropriate and submit such evaluation, including any recommendations for change, to the Board for review, discussion and approval.

3.9 Retention of Consultants and Advisers. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser (each, a "**Compensation Adviser**"). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a Compensation Adviser retained by the Committee. To the extent required by applicable law or listing requirements, the Committee shall take into consideration the independence from management of such Compensation Advisers.

## **Section 4 Meetings, Structure and Operations**

4.1 Meetings. The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, and in any event generally in conjunction with regularly-scheduled in-person meetings of the Board and its committees. To the extent possible, advance notice of each meeting will be given to each Member orally, by telephone or by email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person, videoconferencing or by telephone.

4.2 Chair. The Chair, if present, will act as Chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee, the Members in attendance may select one of their number to act as chair of the meeting.

4.3 Secretary. The secretary of the Company may act as secretary of the Committee unless an alternative secretary is appointed by the Committee. The secretary of the Committee

will maintain minutes of the meeting and deliberations of the Committee and will circulate such minutes of each meeting of the Committee to the Members and to the Chair of the Board (and to any other member of the Board that requests they be circulated) on a timely basis.

4.4 Quorum. A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee are made by an affirmative vote of the majority.

4.5 Unanimous Consent. The Committee may also act by unanimous written consent signed by each Member.

4.6 Minutes. The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and its other activities. All minutes of meetings of the Committee, and all unanimous written consents of the Committee, shall be filed with the records of meetings of the Committee and delivered to the Chief Risk Officer of the Company.