

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF**

EVE HOLDING, INC.

ADOPTED AS OF May 3, 2024

I. PURPOSE OF THE COMMITTEE

The purposes of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Eve Holding, Inc. (the “**Company**”) shall be: (i) to oversee the Company’s compensation and employee benefit plans and practices; (ii) to review and discuss with management the compensation discussion and analysis (the “**CD&A**”) to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the U.S. Securities and Exchange Commission (the “**SEC**”); (iii) to prepare the compensation committee report as required by SEC rules; and (iv) to perform such further functions as may be consistent with this Charter or assigned by applicable law or by the Board.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more directors as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (“**NYSE**”), subject to any applicable exceptions thereunder, and any additional requirements that the Board deems appropriate. A majority of the members of the Committee shall qualify as “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).¹

Both the chairperson and the secretary of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson and/or a secretary, the members of the Committee, by a majority vote, may designate a chairperson and/or a secretary.

Any vacancy on the Committee shall be filled by a majority vote of the Board. No member of the Committee shall be removed except by a majority vote of the Board. The term of the Committee Members shall be the same as their term at the Board.

¹ Rule 16b-3 defines “non-employee director” as a director who: (A) is not currently an officer of the Company or a parent or subsidiary of the Company, or otherwise currently employed by the Company or a parent or subsidiary of the Company; (B) does not receive compensation, either directly or indirectly, from the Company or a parent or subsidiary of the Company for services rendered as a consultant or in any capacity other than as a director, except for an amount that does not exceed \$120,000; and (C) does not possess an interest in any transaction for which disclosure would be required pursuant to Regulation S-K Item 404.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually. The Chairman of the Board, in its discretion, may attend to any of the Committee's meetings (or portions thereof). The Committee, in its discretion, may ask members of management or others (each, an "**Invitee**") to attend its meetings (or portions thereof) and to provide pertinent information as necessary, provided, that the Chief Executive Officer of the Company may not be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs. For the avoidance of doubt, no Invitee shall be able to vote upon any business at a Committee meeting, and any member of the Committee may request that an Invitee be excluded from all or any portion of a meeting at any time.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate. Committee actions may be taken by unanimous written consent.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

A. Executive Compensation

The Committee shall have the following duties and responsibilities with respect to the Company's executive compensation plans:

(a) Review at least annually the goals and objectives of the Company's executive compensation plans, and recommend that the Board amend these goals and objectives if the Committee deems it appropriate.

(b) Review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, recommend that the Board adopt new, or amend existing, executive compensation plans.

(c) Evaluate annually the performance of the Chief Executive Officer, including in light of the goals and objectives of the Company's executive compensation plans, and, if the Committee deems it appropriate, recommend that the Board approve the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider any factors as it determines relevant. The Committee may discuss the Chief Executive Officer's compensation with the Board if it chooses to do so.

(d) Evaluate annually the performance of the other executive officers of the Company in light of the goals and objectives of the Company's executive compensation plans, and if the Committee deems it appropriate, recommend that the Board approve the compensation of such

other executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation.

(e) Evaluate annually and recommend that the Board approve the form and amount of non-employee director compensation.

(f) Review and recommend that the Board approve any severance or termination arrangements to be made with any executive officer of the Company.

(g) Review perquisites or other personal benefits to the Company's executive officers and, if applicable, directors, and recommend any changes to the Board.

(h) Consider the results of the most recent stockholder advisory vote on executive compensation, if required by Regulation 14A of the Exchange Act and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and recommendation to the Board for approval of executive officer compensation.

(i) Review and discuss with management the Company's CD&A, and based on that review and discussion, to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.

(j) Review compensation arrangements for the Company's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangements.

(k) Review, administer, and recommend that the Board adopt, amend and/or terminate, any recoupment policy of the Company, including any such recoupment policy that may be required by, or in addition to, the New York Stock Exchange listing standards from time to time.

(l) To the extent the Committee determines it to be necessary or appropriate, recommend that the Board adopt stock ownership guidelines for executive officers and non-employee directors and oversee compliance with any such guidelines.

(m) Prepare the compensation committee report, if required, in accordance with the rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.

(n) Oversee the Company's submission to a stockholder vote of matters relating to compensation, including advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans and amendments to such plans.

(o) Perform such additional duties and responsibilities as may be assigned or delegated to the Committee under the terms of any executive compensation plan and such other functions as required by law or by the Board.

B. General Compensation and Employee Benefit Plans

The Committee shall have the following duties and responsibilities with respect to the Company's general compensation and employee benefit plans, including incentive-compensation and equity or equity-based plans:

(a) Review at least annually the goals and objectives of the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity or equity-based plans, and recommend that the Board amend these goals and objectives if the Committee deems it appropriate.

(b) Review at least annually the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity or equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate.

(c) Review all equity-compensation plans to be submitted for stockholder approval under the NYSE listing standards, and review equity-compensation plans that are exempt from such stockholder approval requirement and recommend that the Board adopt these plans if the Committee deems it appropriate.

(d) Review this Charter at least every two years and recommend to the Board any amendments to this Charter; and

(e) Perform such duties and responsibilities as may be assigned to the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation and equity or equity-based plans.

V. ROLE OF CHIEF EXECUTIVE OFFICER

The Chief Executive Officer may make, and the Committee may consider, recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans, and its incentive-compensation and equity or equity-based plans with respect to executive officers other than the Chief Executive Officer.

VI. SUBCOMMITTEES; DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

VII. EVALUATION OF THE COMMITTEE

The Committee shall, no less frequently than annually, evaluate its own performance. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended changes to the Company's or the Board's policies or procedures.

VIII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS AND OTHER PERSONS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice or input of a compensation consultant, legal counsel or other adviser or person. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser or person retained by the Committee, the expense of which shall be borne by the Company. The Committee may select a compensation consultant, legal counsel or other adviser or person only after taking into consideration factors relevant to that person's independence from management, including the factors specified in the applicable NYSE listing standards.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser or person that provides advice or input to the Committee, except that such review shall not be required for: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser or person whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser or person to be independent, only that the Committee consider the enumerated

independence factors before selecting or receiving advice or input from a compensation consultant, legal counsel or other compensation adviser or person. The Committee may select or receive advice or input from any compensation consultant, legal counsel or other compensation adviser or person it prefers, including ones that are not independent, after considering the required independence factors.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser or person; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

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