

Climb Global Solutions, Inc.

Compensation Committee Charter

(Amended and Restated April 17, 2023)

The Compensation Committee (the “Committee”) is a committee of, and reports to, the Board of Directors (the “Board”) of Climb Global Solutions, Inc. (the “Company”). Through this Charter, the Board delegates certain responsibilities to the Committee to assist the Board in the fulfillment of its duties to the Company and its shareholders.

Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of the compensation of the Company’s Chief Executive Officer (the “CEO”) and the other individuals who are “executive officers” as defined in Rule 3b-7 of the Exchange Act of 1934, as amended (the “Exchange Act”) (together with the CEO, the “Executive Officers”). The Committee has overall responsibility for evaluating, and recommending to the Board for approval, all compensation plans, policies and programs of the Company as they affect the Executive Officers, and to otherwise perform the role assigned to the Committee under the terms of any Company compensation plans, policies and programs.

Authority and Outside Advisors

The Committee shall be given the resources and assistance necessary to discharge its responsibilities. The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any compensation consultant, legal counsel or other adviser to assist it in the performance of its duties, but only after taking into consideration factors relevant to the advisor’s independence from management specified in NASDAQ Listing Rule 5605(d)(3)(D). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee, and shall have sole authority to approve the advisor’s fees and the other terms and conditions of the advisor’s retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee. 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.

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 shall be independent as determined in the discretion of the Committee after considering the factors specified in NASDAQ Listing Rule 5605(d)(3)(D).

Membership

The Committee shall consist of two or more members of the Board. The members of the Committee shall be appointed by the Board and shall serve at the discretion of the Board. The Board shall designate one member of the Committee to serve as its chair. Each member of the Committee member of the Committee shall be independent in accordance with the rules of the Nasdaq Stock Market. Each member of the Committee must qualify as a “non-employee director” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Procedures

The Committee shall meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chair of the Committee, the Chairman of the Board or any two members of the Committee. Minutes of the Committee’s meetings shall be kept. To the extent practicable, the meeting agenda, draft minutes from the prior meeting and supporting materials shall be provided to Committee members prior to each meeting to allow time for review. The results of the meeting shall be reported to the full 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 other Executive Officers shall not be present at meetings at which their compensation or performance is discussed or determined.

Responsibilities

The Committee’s authority and responsibilities shall be:

- to review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and, based on this evaluation recommend the compensation of the CEO to the independent members of the Board for consideration;
- to review and approve corporate goals and objectives relevant to the compensation of all other Executive Officers, evaluate the performance of such Executive Officers in light of those goals and objectives and make recommendations to the Board regarding the compensation of such Executive Officers;
- review and recommend to the Board (or, with respect to the CEO, the independent members of the Board) for approval the following as they affect the Executive Officers: (a)

any employment agreements and severance arrangements; (b) any change in control agreements, severance plans, and change in control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment;

- to make recommendations to the Board of Directors with respect to cash incentive-compensation plans and equity-based plans and to perform such duties and responsibilities as may be assigned to the Committee under the terms of such plans;
- to conduct a periodic review of the Company's general executive compensation policies and strategies, and report and make recommendations to the Board with respect thereto;
- to approve, or recommend to the Board, the creation or revision of any written policy requiring the recovery of erroneously-awarded, incentive-based compensation in accordance with NASDAQ listing standards, and oversee compliance with such policy;
- to review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and determine whether to recommend to the Board 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 executive officer compensation required to be included in the Company's proxy statement and annual report on Form 10-K;
- to consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act when making compensation decisions or recommendations; and
- in the discretion of the Board or the Committee, to make recommendations to the Board regarding the compensation of any other employee of the Company.

Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to subcommittees or any committee member, except that it shall not delegate its responsibilities for any matters that involve Executive Officer or director compensation or any matters where it has determined such compensation is intended to be exempt from Section 16(b) under the Exchange Act pursuant to Rule 16b-3 by virtue of being approved by a committee of "non-employee directors."

Annual Performance Review

The Committee shall conduct an annual evaluation of its performance in carrying out its responsibilities hereunder. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

