

EVOLV TECHNOLOGIES HOLDINGS, INC. COMPENSATION COMMITTEE CHARTER

(As of July 30, 2024)

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Evolv Technologies Holdings, Inc. (the “Company”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors. The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Company’s executive officers and directors.

II. Composition

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of The Nasdaq Stock Market LLC (the “Nasdaq”), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable independence standards for members of compensation committees, including Rule 16b-3(b)(3) of the Securities and Exchange Act of 1934, as amended, unless otherwise determined by the Board. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee will meet as often as necessary to carry out its responsibilities. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from any consultants, legal counsel, experts or other advisors (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee will have sole authority to approve such counsel, consultant, expert or advisor’s fees and other terms and conditions of such counsel, consultant, expert or advisor’s retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any counsel, consultant or advisor retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s bylaws and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

IV. Duties and Responsibilities

1. *Executive Officer Compensation.* The Committee will review and approve or make recommendations to the Board regarding the compensation of the Chief Executive Officer and other executive officers. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

3. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans, programs and arrangements (the "Plans"). The Committee has full authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board), including granting of cash-based and equity-based awards, establishing performance metrics and determining payouts under the Plans.

4. *Employment Agreements and Severance Arrangements.* The Committee will review and approve all employment agreements, severance and change-in-control arrangements and special or supplemental benefits for the executive officers of the Company.

5. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

6. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report, to the extent required for inclusion in the Company's annual proxy statement.

7. *Clawback Policy.* The Committee will administer and oversee the Company's compliance with the compensation recovery policy required by applicable rules of the Securities and Exchange Commission (the "SEC") and Nasdaq.

8. *Shareholder Approvals.* The Committee will oversee the Company's compliance with rules of the Securities and Exchange Commission regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirements under Nasdaq rules with regard to shareholder approval of equity compensation plans.

9. *Risk Management.* The Committee will oversee the management of risks relating to the Company's incentive compensation and equity-based plans and arrangements.

10. *Human Capital Management.* The Committee will periodically review with management the Company's strategies, policies, and practices with respect to human capital management and talent development, including matters such as culture, employee engagement and effectiveness, and talent recruitment, development and retention.

11. *Reports to the Board of Directors and Other Relevant Board Committees.* The Committee must report regularly to the Board regarding the activities of the Committee. The Committee may also report to other relevant Board committees, as appropriate.

12. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

13. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.