

HILLMAN™

HILLMAN SOLUTIONS CORP.

COMPENSATION COMMITTEE CHARTER

- I. **PURPOSE.** The purpose of the Compensation Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Hillman Solutions Corp. (the “Company”) in fulfilling its responsibilities relating to oversight of the compensation of the Company’s executive officers and directors, assessing the adequacy of the Company’s compensation principles and philosophy and approving and evaluating the Company’s compensation and equity-based plans, policies and programs as they affect executive officers and directors by exercising its rights and responsibilities as specified in this Charter. The Committee reports to the Board.
- II. **COMPOSITION.**
1. **Number.** The Committee shall consist of no fewer than two members of the Board, appointed to the Committee by the Board. Members of the Committee may be removed at the Board’s discretion.
 2. **Independence.** Each member of the Committee shall meet the applicable independence requirements of the NASDAQ Stock Market, Inc. (the “NASDAQ”), subject to applicable phase-in rules and except during the period in which the Company qualifies as a “controlled company” as defined by NASDAQ Rule 5605(c)(1) and is exempt from the NASDAQ independence requirements under NASDAQ Rule 5605(c)(2). In addition, each member of the Committee shall qualify as a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. In the event the Board determines that a director who does not qualify as a “non-employee director” should nevertheless serve on the Committee, appropriate arrangements may be made for a subcommittee of the Committee to act on behalf of the Committee (or for the full Board to act) to the extent necessary to satisfy any applicable requirements of Rule 16b-3.
 3. **Chairperson.** Unless a Chairperson is elected by the Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall lead the Committee, including preparing the agenda, presiding over the meetings, making subcommittee assignments and reporting to the Board on the Committee’s behalf.
 4. **Determinations Regarding Membership.** The Board will make all determinations regarding satisfaction of the membership requirements described above and will review, at least annually, the Committee’s compliance with such requirements.

III. **PROCEDURES AND ADMINISTRATION.**

1. **Meetings.** The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate. Any two members or the Chairperson of the Committee may call a meeting of the Committee upon due notice to each other member at least 24 hours prior to the meeting. Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission.
2. **Quorum.** Any two Committee members shall constitute a quorum. The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee, provided that such alternate members satisfy all applicable criteria for membership on the Committee. In the absence or upon the disqualification of a member of the Committee, and in the absence of a designation by the Board of an alternate member to replace the absent or disqualified member, the member or members present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member, provided that such other member satisfies all applicable criteria for membership on the Committee.
3. **Voting.** Action may be taken by the Committee upon the affirmative vote of a majority of the members present, provided that a quorum is present at the time such action is taken.
4. **Subcommittees.** The Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee and to officers of the Company such responsibilities of the full Committee as may be permitted by applicable laws, rules or regulations and in accordance with the listing standards set forth by NASDAQ.

IV. **RESPONSIBILITIES AND POWERS.** The Committee has direct responsibility and power to perform the following duties:

- review the Company's overall compensation strategy, including base salary, incentive compensation and equity-based grants of the Company's executive officers, to provide for appropriate rewards and incentives for the Company's executive officers and other senior management employees, taking into account whether such rewards and incentives encourage undue or inappropriate risk taking by such personnel;
- review and approve corporate goals and objectives relevant to Chief Executive Officer ("CEO") and other executive officer compensation, evaluate the performance of the CEO and other executive officers in light of those goals and objectives and, based on this evaluation, either as a committee or together with the other independent directors (to the extent directed by the Board), determine and approve, or recommend to the Board for approval, the compensation of the CEO and the other executive officers of the Company based on this evaluation, with the deliberations and voting on the CEO's compensation to be conducted without the CEO present;
- oversee the maintenance and presentation to the Board of management's plans for succession to senior management positions in the Company;

- review, assess and make recommendations to the Board regarding the compensation of the members of the Board;
- Periodically and as and when appropriate, review and approve the following as they affect the Company's executive officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and severance protection plans and change-in-control provisions affecting any elements of compensation, benefits and perquisites; and (d) 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;
- make recommendations to the Board about amendments to, and the adoption of any new, equity-based plans that are subject to Board approval;
- in its sole discretion, appoint, retain or obtain the advice of a compensation consultant, legal counsel or other adviser, which includes the sole authority and direct responsibility to approve such compensation consultant's or other adviser's fees and other retention terms, to oversee the work of and to terminate such compensation consultant or other adviser, with the authority and responsibility to pay from funds of the Company reasonable compensation to such compensation consultant or other adviser retained by the Committee, with such funding to be provided by the Company, as appropriate, as determined by the Committee;
- before selecting or obtaining the advice of a compensation consultant, legal counsel or other adviser (other than in-house legal counsel or any compensation consultant, legal counsel or other adviser to the extent specified in the NASDAQ listing standards), consider all factors relevant to the independence of such consultant, counsel or adviser from management, including the factors set forth in the NASDAQ listing standards then in effect and any other applicable laws, rules or regulations;
- produce a compensation committee report on executive compensation for inclusion in the Company's annual proxy statement in accordance with the proxy rules;
- review and assess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval;
- report its actions and any recommendations to the Board on a periodic basis; and
- annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board.

Effective: November 2, 2023