



SharpLink Gaming, Inc.

Compensation Committee Charter

COMMITTEE PURPOSE

The Compensation Committee (the “Committee”) is appointed by the SharpLink Gaming, Inc. (“SharpLink” or the “Company”) Board of Directors (the “Board”) to oversee the discharge of the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (“CEO”) and other officers, as such term is defined in Rule 16a-1, promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (the CEO and each such officer, an “Officer” and collectively, the “Officers”), which includes reviewing, approving and overseeing the administration of the Company’s overall executive compensation philosophy and related compensation and benefit plans, policies and practices.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and fulfill any other responsibilities delegated to it by the Board from time to time consistent with the Company’s Certificate of Incorporation (the “Certificate”) and Bylaws (the “Bylaws”).

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 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.

COMMITTEE COMPOSITION AND MEETINGS

The Committee shall consist of three members of the Board, none of whom shall be an employee of the Company, and all of whom shall be “non-employee directors” within the meaning of Rule 16b-3 under the Exchange Act. Members of the Committee must also meet the independence and other membership requirements of The Nasdaq Stock Market (“Nasdaq”) and all other eligibility requirements of applicable laws, subject, in each case, to applicable exceptions thereto as provided from time to time under such rules and regulations.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be replaced or removed from the Committee by the Board, with or without cause and without prior notice. Unless otherwise determined by the Committee, any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

The Chair of the Committee (or in his or her absence, a member designated by the Chair of the Committee) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are consistent with any provisions of the Company's Certificate and Bylaws that are applicable to the Committee. A majority of the members of the Committee, present in person or by video or phone, shall constitute a quorum and the affirmative vote of a majority of the members of the Committee shall be necessary for the taking of any action by the Committee (subject to any delegation of the Committee's authority pursuant to Section V below). The Committee shall meet as often as it determines is necessary to carry out its responsibilities under this Charter, but at least three times per year.

In addition, decisions may be taken by the Committee by way of written consent (in lieu of meetings) signed by all members. Any such written consent may consist of several documents in like form, each signed by one or more members of the Committee. The expression "signed" includes approval of any such Committee member by facsimile transmission, email or any other form of electronic communication approved by the Committee.

Minutes of each meeting and decisions recorded by way of written consent will be kept and distributed to each member of the Committee by an individual deemed by the Committee to serve as Secretary of the Meeting.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee but shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management or any other person whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the CEO may not be present during voting or deliberations concerning his or her compensation, and the Committee may exclude from its meetings any persons it deems appropriate, including but not limited to any director who is not a member of the Committee.

Consistent with any applicable requirements of Nasdaq and the Exchange Act and the rules and regulations thereunder, the Committee shall have the sole authority, in its discretion, to retain and/or replace or obtain the advice of any compensation and benefits consultants, legal counsel and other experts or advisors to the Committee that the Committee believes to be necessary or appropriate, including the authority to approve such person's or entity's fees and other retention terms. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to

the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in performing its duties.

The Committee shall have the appropriate resources and authority to conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee. The Committee shall have full access to all books, records, facilities and personnel of the Company to conduct such investigations.

The Chair of the Committee shall report regularly to the Board regarding the activities and findings of the Committee and as otherwise requested by the Chair of the Board.

POWERS AND RESPONSIBILITIES

- I. The Committee shall, at least annually,
 - a. review and approve corporate goals and objectives relating to the compensation of the Officers and such other employees as determined necessary or appropriate by the Committee;
 - b. evaluate the performance of such Officers and other employees in light of those goals and objectives; and
 - c. determine and approve all compensation of such Officers and other employees as determined necessary or appropriate by the Committee based on such evaluation.
- II. The Committee shall annually review and approve the Company's peer group and data sources for purposes of evaluating Officer compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements and practices.
- III. The Committee shall consider the CEO's recommendations with respect to compensation for all Officers (other than the CEO) and Executive Staff Members and such other employees as determined necessary or appropriate by the Committee.
- IV. The Committee shall review and approve all employment agreements, severance and change-in-control arrangements and perquisites for the Officers, the Executive Staff Members and such other employees as determined necessary or appropriate by the Committee.
- V. The Committee shall review and recommend to the Board the compensation (including cash payments and equity grants) for non-employee directors for service on the Board and its committees.

- VI. The Committee shall manage and periodically review all annual bonus, long-term incentive compensation and equity compensation plans of the Company and its subsidiaries, and with respect to each such plan shall have responsibility for:
- a. general administration thereof;
 - b. determining if performance targets used for any such performance-based compensation plans were achieved before payment of any executive bonus or compensation under any such plan(s);
 - c. approving all amendments to and terminations of all such compensation plans and any awards under such plans;
 - d. granting any awards under any such annual bonus, long-term incentive compensation and equity compensation plans to the Officers, the Executive Staff Members and such other employees as determined necessary or appropriate by the Committee, and recommending to the independent directors for approval any such awards to the CEO, including equity awards; and
 - e. approving which Officers or other employees of or consultants to the Company or its subsidiaries are eligible to receive awards under the Company's equity compensation plan(s).

All plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features.

- VII. The Committee shall manage and review officer and director indemnification and insurance matters.
- VIII. The Committee shall manage and review any loans to employees of the Company or its subsidiaries at the level of vice president or above; provided that, for the avoidance of doubt, in no event shall the Company or any of its subsidiaries make any loans to employees that would be prohibited under the Sarbanes-Oxley Act of 2002.
- IX. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any benefits and compensation consultant, legal counsel and other advisor retained by the Committee and, subject to any exceptions that may be permitted under applicable rules and regulations, shall undertake an analysis of the independence of each benefits and compensation consultant, legal counsel or other advisor to the Committee under the independence factors specified in the applicable requirements of the Exchange Act and Nasdaq listing standards, with such analysis to occur prior to the selection of such advisor and as appropriate thereafter.
- X. The Committee shall review and discuss with management the Company's Compensation Discussion and Analysis (CD&A) and related disclosures, if required as part of the Company's

annual proxy statement (the “Proxy Statement”) or Annual Report on Form 10-K, including the CEO Pay-Ratio and the Pay Versus Performance.

- XI. The Committee shall prepare and approve the Compensation Committee Report, if required by Item 407 of Regulation S-K for inclusion in Company’s Proxy Statement.
- XII. The Committee shall establish and periodically review the Company’s policies for equity-grant timing, as well as compensation recoupment pursuant to SharpLink’s Clawback Policy, if/when applicable.
- XIII. The Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.
- XIV. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter.
- XV. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.
- XVI. The Committee shall have such additional authority and responsibility as required from time to time under the rules and guidelines of the Exchange Act and Nasdaq listing standards.

DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee or an officer of the Company, to the extent consistent with the Company’s Certificate and Bylaws, applicable law and Nasdaq listing standards, including its responsibilities for compensation 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, provided that in such circumstances such delegation may only be to a subcommittee comprised solely of two or more “non-employee directors” (as such term is defined in Rule 16b-3).

Date Effective: February 15, 2024