

COMPENSATION COMMITTEE CHARTER

APPLIED DIGITAL CORPORATION

As adopted by the Board of Directors, effective April 26, 2024

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Applied Digital Corporation (the “Company”) shall be to: (i) provide oversight of the Company’s compensation policies, plans, benefits programs and overall compensation philosophy; (ii) assist the Board in discharging its responsibilities relating to (1) oversight of the compensation of the Company’s Chief Executive Officer (the “CEO”) and other executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934), and (2) approving and evaluating the executive officer compensation plans, policies and programs of the Company; (iii) administer the Company’s incentive compensation plans and equity compensation plans for its employees, consultants and nonemployee directors; and (iv) prepare the Compensation Committee report required by the rules and regulations of the Securities and Exchange Commission (“SEC”).

The Committee shall seek to structure the Company’s compensation policies, plans and programs in order to attract, motivate and retain the best available personnel for positions of substantial responsibility with the Company, provide incentives for such persons to perform to the best of their abilities for the Company, maintain appropriate levels of risk and reward, and promote the success of the Company’s business.

In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

Membership and Organization

1. The Committee shall be comprised of three directors appointed by, and serving at the discretion of, the Board. The Board may designate one member of the Committee as its chair. If the Board does not designate a chair, a majority of the members of the Committee may elect a chair of the Committee. Members of the Committee must meet the following criteria: (i) the independence standards established by the securities exchange on which the Company’s securities are listed and the SEC; (ii) the independence requirements of The Nasdaq Stock Market (“Nasdaq”); and (iii) the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).
2. In addition to the factors above, the Board shall consider, when appointing members of the Committee, based on the individual facts and circumstances whether such persons are affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the directors’ judgment as members of the Committee.

Meetings; Procedures

3. The Committee will meet at least two times annually and may conduct special meetings in order to discharge its duties and responsibilities only if such a special meeting is: (i) called by the Chair with the concurrence of at least one other member of the Committee; or (ii) is directed to be conducted by the Board.
4. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board in accordance with the Company’s Bylaws.

5. As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately at least on an annual basis with the CEO, the Company's principal human resources executive, and any other corporate officers as it deems appropriate. However, the Committee should meet regularly without such officers present, and in all cases such officers shall not be present at meetings at which their performance and compensation are being discussed and determined. For avoidance of doubt, the CEO shall not participate in any deliberations or voting regarding the CEO's compensation.
6. 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. Specifically, at its discretion, the Committee shall have the authority to designate a Committee for Equity Awards to Non-Officers with the authority to grant options or stock purchase rights to non-officer employees of the Company within guidelines established by the Committee from time to time. Such committee shall consist of a minimum of two (2) members of the Company's Board, one of whom is the CEO. If designated, the Committee for Equity Awards to Non-Officers will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.
7. The Committee shall review and annually report to the Board on the performance and function of the Committee. The Committee shall periodically review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

Responsibilities and Duties

8. In addition to preparing the compensation disclosure and analysis and its report in the Company's proxy statement in accordance with the rules and regulations of the SEC, the Committee will summarize its examinations and recommendations to the full Board as may be appropriate, consistent with the Committee's charter.
9. Review and approve annually the corporate goals and objectives relevant to the compensation of the CEO, evaluate at least annually the CEO's performance in light thereof, and consider factors related to the performance of the Company in approving the compensation level of the CEO. The CEO may not be present during deliberations or voting on such matters.
10. Review and approve annually the CEO's (i) annual base salary, (ii) annual incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance arrangement and change in control agreement/provision, and (v) any other benefits, compensation or similar arrangements (including, without limitation, perquisites and any other form of compensations such as a signing bonus or payment of relocation costs), including any amendments to or terminations of any of the foregoing. In determining, the long-term incentive component of CEO compensation, the Committee will consider, among other things, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEO in past years. The CEO may not be present during deliberations or voting on such matters.
11. Have authority to review annually and approve: (i) annual base salary, (ii) annual incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance arrangement and change in control agreement/provision, and (v) any other benefits, compensation or similar arrangements (including, without limitation, perquisites and any other

form of compensations such as a signing bonus or payment of relocation costs), including any amendments to or terminations of any of the foregoing for other executive officers identified by the Committee.

12. Review and make recommendations to the Board regarding compensation for the Company's non-employee directors.
13. Review and make recommendations to the full Board, or approve, any contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment contracts, severance or termination arrangements and loans to employees made or guaranteed by the Company.
14. Review and approve policies with respect to the recovery or "clawback" of any excess compensation paid to any of the Company's executive officers.
15. Administer Incentive and Equity-Based Compensation Plans, including (i) establishing and administering annual and long-term incentive compensation plans for senior executives; (ii) establishing performance objectives and certifying performance achievement; and (iii) reviewing and approving all equity-based compensation plans and grant awards of shares and stock options pursuant to such plans.
16. Administer the Company's equity incentive plans. In its administration of the plans, the Committee may, pursuant to authority delegated by the Board, (i) grant stock options, restricted stock units, stock purchase rights or other equity-based or equity-linked awards to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Securities Exchange Act of 1934 in compliance with Rule 16b-3 promulgated thereunder) and in accordance with procedures and guidelines as may be established by the Board and (ii) amend such stock options, restricted stock units, stock purchase rights or other equity-based or equity-linked awards. The Committee shall also make recommendations to the Board with respect to amendments to the plans and changes in the number of shares reserved for issuance thereunder.
17. Oversee the Company's overall compensation philosophy, compensation plans and benefits programs by reviewing management reports with respect thereto on at least an annual basis. The Committee shall also make recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate. The Committee shall consider whether compensation practices and policies for all employees are likely to have a material adverse effect on the Company in accordance with SEC rules, including whether the Company's incentive compensation plans encourage excessive or inappropriate risk taking.
18. In connection with executive compensation programs:
 - Review and recommend to the full Board, or approve, new executive compensation programs;
 - Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s);
 - Establish and periodically review policies for the administration of executive compensation programs; and

- Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
19. Periodically review executive compensation programs and total compensation levels, including:
- Conducting comparative analyses of total compensation relative to market;
 - Quantifying maximum payouts to executives under performance-based incentive plans and total payments under a variety of termination conditions, including upon a change of control; and
 - The impact of tax and accounting rules changes.
20. Establish and periodically review policies in the area of senior management perquisites.
21. Authorize the repurchase of shares from terminated employees pursuant to applicable law.
22. Review and recommend to the Board for approval compensation programs for outside directors.

Compliance and Governance Matters

23. In consultation with management, the Committee shall oversee regulatory compliance with respect to compensation matters affecting the Company. The Committee shall:
- Review and discuss with management the Compensation Discussion and Analysis (“CD&A”) and related disclosures required by the SEC.
 - Review and recommend the final CD&A to the Board for inclusion in the Company’s annual report (Form 10-K) and proxy statement.
 - Prepare the Committee Report required by the rules of the SEC to be furnished with the Company’s annual report and proxy statement.
 - Review and assess whether and, if so, how the Company has considered the results of the most recent stockholder advisory vote on executive compensation in determining compensation policies and decisions.
 - Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee’s discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the chair or any other member of the Committee designated by the Committee to make such report.

Advisors

24. The Committee may, in its sole discretion, retain and terminate, as appropriate, any compensation consultant, outside legal or other advisors to advise or assist the Committee in the performance of any of the responsibilities and duties set forth in this Charter, taking into account the independence factors set forth in the applicable rules of the SEC and Nasdaq prior to selecting and receiving advice from such consultants and advisors. The Committee will be directly responsible for the appointment, compensation and oversight of any consultants and advisors retained by the

Committee, including sole authority to approve related fees and retention terms for such consultants and advisors. The Company will provide the Committee with appropriate funding, as such Committee determines, for the payment of compensation to any compensation consultant, outside counsel, and other advisors as the Committee deems appropriate, and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

25. The Committee may retain, or receive advice from, any compensation advisor it prefers, including advisors that are not independent, after considering the requisite independence factors. Notwithstanding the foregoing, 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.
26. 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)(iii) of Regulation S-K.

Limitations on Committee

The Committee shall have only the duties and authorities granted by this Charter.