

**PRENETICS GLOBAL LIMITED**  
**CHARTER OF THE COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**(adopted by the Board of Directors of Prenetics Global Limited on May 10, 2022, effective upon May 18, 2022)**

**1. PURPOSE OF THE COMMITTEE**

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Prenetics Global Limited (“**Prenetics**” or the “**Company**”) shall be to assist the Board to oversee the Company’s compensation and employee benefit plans and practices, including its executive compensation plans, to perform annual evaluation for the Company’s Directors and Senior Management (collectively known as the “**Executive Officers**”), and to perform such further functions as may be consistent with this Charter of the Committee (the “**Charter**”) or assigned by applicable law, the Company’s memorandum and articles of association or the Board.

**2. MEMBERSHIP AND QUALIFICATIONS OF THE COMMITTEE**

**2.1 Membership**

Each member of the Committee shall be appointed by the Board and may be removed by the Board in its sole discretion. Each member shall serve until his, her, or their resignation, retirement, removal by the Board, and/or until his/her/their successor is appointed. Any vacancy on the Committee shall be filled by the Board. No member of the Committee shall be removed except by the Board.

**2.2 Qualifications**

Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements Nasdaq Stock Exchange and any additional requirements that the Board deems appropriate.

**3. COMPOSITION OF THE COMMITTEE**

**3.1 Committee size**

The Committee shall consist of at least two directors as determined from time to time by the Board.

**3.2 Chairperson of the Committee**

The chairperson and members of the Committee shall be appointed by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by majority vote, may designate a chairperson.

**3.3 Secretary of the Committee**

The Company Secretary of the Company (“**Company Secretary**”) or his/her time delegate shall act as the secretary of the Committee.

## 4. PRINCIPAL DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

### 4.1 Executive Compensation

The following duties and responsibilities with respect to the Company's executive compensation plans are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the United States Securities and Exchange Commission (the "SEC"), the Stock Exchange, or any other applicable regulatory authority:

- (i) Reviewing the Company's compensation philosophy and strategy;
- (ii) Reviewing at least annually the goals and objectives of the Company's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;
- (iii) Reviewing at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans;
- (iii) Evaluating annually the performance of the Chief Executive Officer ("CEO") in light of the goals and objectives of the Company's executive compensation plans, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation; provided that in determining the long-term incentive component of the CEO's compensation, the Committee shall consider factors as it determines relevant, which may include, for example the Company's performance and relative shareholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the CEO in past years and the Committee may discuss the CEO's compensation with the Board if it chooses to do so;
- (iv) Evaluating annually the performance of the Executive Officers of the Company in light of the goals and objectives of the Company's compensation plans, and either as a Committee or together with the other independent directors (as directed by the Board) determine and approve the compensation of such other executive officers; provided that to the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the CEO;
- (v) Evaluating annually the appropriate level of compensation for Board and Committee service by non-employee directors;
- (vi) Reviewing and approving any severance or termination arrangements to be made with any Executive Officers of the Company;
- (vii) Reviewing perquisites or other personal benefits to the Company's Directors and Executive officers and recommend any changes to the Board;
- (viii) Reviewing compensation arrangements for the Company's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy, and the Company's compensation arrangements;
- (ix) Reviewing and approving the description of executive compensation included in the Company's annual report on Form 20-F; and
- (x) Performing such other functions as assigned by law, the Company's memorandum and articles of association or the Board.

## **4.2 General compensation and employee benefit plans**

The following duties and responsibilities with respect to the Company's general compensation and employee benefit plans, including incentive-compensation and equity-based plans, are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the Stock Exchange, or any other applicable regulatory authority:

- (i) Reviewing at least annually the goals and objectives of the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;
- (ii) Reviewing at least annually the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate;
- (iii) Reviewing all equity-compensation plans to be submitted for shareholder approval pursuant to the requirements of the Listing Rules, and review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such shareholder approval requirement; and
- (iv) Performing such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.

## **5. ROLE OF CEO**

The CEO may make, and the Committee may consider, recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans with respect to Executive Officers other than the CEO and the Company's director compensation arrangements.

## **6. MEETINGS OF THE COMMITTEE**

### **6.1 Frequency of meetings**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than once annually. All meetings of the Committee will be called by the chairperson of the Committee, Company Secretary or any person(s) as instructed by the chairperson of the Committee, or at the request of the Board.

### **6.2 Notice of meetings**

Notices of at least seven days shall be given to all members of the Committee for regular meetings of the Committee. For all other meetings, reasonable notices shall be given.

If any member of the Committee wishes to include any matter in the agenda for a particular regular meeting of the Committee after the issue of the notice of such meeting, he or she may notify the Company Secretary the proposed matter(s) in writing at least three days prior to the meeting.

### **6.3 Attendance of meetings**

A majority of the members of the Committee present in person or by means of video or telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary, *provided* that the CEO may not be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs.

#### **6.4 Minutes of meetings**

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

Resolutions arising at any Committee meeting shall be resolved by a majority of votes. In the case of equality of votes, the chairperson of the Committee shall have an additional or casting vote.

Minutes of each Committee meeting shall be sent to all Committee members for their comments and records within a reasonable period of time after the meeting is held.

The minutes of the Committee shall be kept by the Company Secretary.

### **7. EVALUATION AND REPORTING OF THE COMMITTEE**

The Committee shall, no less frequently than annually, evaluate its own performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate to the Board for its consideration. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

The chairperson of the Committee shall report formally to the Board on the Committee's proceedings on all matters within its duties and responsibilities. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its duties and responsibilities where action or improvement is needed.

### **8. RISK ASSESSMENT AND MANAGEMENT**

The Committee should assess and monitor whether any of our compensation policies and programs has the potential to encourage excessive risk-taking.

### **9. COMMITTEE COMMUNICATION WITH COMPANY STAKEHOLDERS**

The Committee should meet separately on a periodic basis with management, officers, employees or independent professional advisors in each case to discuss any matters that the Committee or any of the above persons or firms believe warrant Committee attention.

## 10. AUTHORITY

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel, or other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel, or other advisers retained by the Committee, the expense of which shall be borne by the Company. The Committee may select a compensation consultant, legal counsel, or other advisers to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- (a) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel, or other advisers;
- (b) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel, or other advisers, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel, or other advisers;
- (c) The policies and procedures of the person that employs the compensation consultant, legal counsel, or other advisers that are designed to prevent conflicts of interest;
- (d) Any business or personal relationship of the compensation consultant, legal counsel, or other advisers with a member of the Committee;
- (e) Any share of the Company owned by the compensation consultant, legal counsel, or other advisers; and
- (f) Any business or personal relationship of the compensation consultant, legal counsel, other advisers or the person employing the advisers with an executive officer of the Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel, or other advisers that provides advice to the Committee, other than: (1) in-house legal counsel; and (2) any compensation consultant, legal counsel, or other advisers whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K promulgated by the SEC: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel, or other advisers to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel, or other advisers. The Committee may select or receive advice from any compensation consultant, legal counsel, or other advisers it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel, or other advisers to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

## 11. REVIEW AND MODIFICATION TO CHARTER

The Committee shall periodically review the effectiveness of these Charter. In particular, terms and reference that reflect legal and regulatory requirements or Listing Rules as they currently exist will be deemed to be modified as and to the extent those requirements change. This Charter may be amended by the Committee and adopted by the Board at any time as it deems appropriate.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.