



VENU HOLDING CORPORATION

COMPENSATION COMMITTEE CHARTER

(adopted on August 26, 2024)

PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Venu Holding Corporation (the “Company”) is to discharge certain responsibilities of the Board relating to executive compensation and to make recommendations to the Board regarding its responsibilities relating to executive compensation. The Committee has the authority to undertake the specific duties and responsibilities listed below and has the authority to undertake such other specific duties as the Board from time to time may prescribe.

ORGANIZATION AND COMPOSITION

The Nominating and Corporate Governance Committee of the Board recommends to the Board the members to be appointed to the Committee. Members of the Committee are appointed by and serve at the pleasure of the Board. The Board appoints the Chairperson of the Committee (the “Chairperson”).

The Committee will consist of two or more members of the Board. Members of the Committee must satisfy the following requirements:

1. Each member must be an “independent director,” as defined by The New York American Company Guide (“NYSE American”) in Section 803A of the NYSE American LLC Company Guide (the “Company Guide”) (or any other stock exchange or public market upon which the Company’s shares become listed for trading), and as required in Section 805 of the Company Guide¹;
2. At least two of the members must be a “non-employee director,” as defined in Rule 16b-3 adopted by the Securities and Exchange Commission (the “SEC”) under Section 16 of the Securities Exchange Act of 1934, as amended (the “1934 Act”); and

¹ If the Company is a smaller reporting company (as defined in Exchange Act Rule 12b-2) and the Committee is comprised of at least three members, under exceptional and limited circumstances as set forth in Section 805 of the Company Guide, one director who is not independent as defined in the rules and regulations of the NYSE American, may serve as a member of the Committee subject to the terms of Section 805 of the Company Guide. In addition, when applicable the composition of the Committee may be comprised of one or more persons who are not independent as permitted, and in accordance with the transition rules set forth in Section 809 of the Company Guide.

3. Each member must conform to any other requirement for service on the Committee that may from time to time be imposed by applicable law, regulations or rules.

RESPONSIBILITIES AND AUTHORITY

The responsibilities and authority of the Committee include to:

1. Review and approve the corporate and individual goals and objectives that will govern the determination of the variable annual and long-term compensation of the Company's Chief Executive Officer (the "CEO");
2. Evaluate the CEO's performance in light of the goals and objectives relevant to CEO compensation;
3. Either as the Committee or together with the other independent directors of the Board (as directed by the Board), annually determine, review and approve the CEO's compensation (including salary and contingent compensation), based on an evaluation of the CEO's performance and other relevant criteria as determined by the Committee and as set forth in Company Guide. In evaluating and approving CEO compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation ("Say on Pay Vote") conducted pursuant to Section 14A of the 1934 Act unless the Company has not conducted a Say on Pay Vote because it is relying on an exemption provided by Section 14A(e) of the 1934 Act. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation;
4. In consultation with the CEO, determine the salaries and contingent compensation of the other non-CEO individuals who are deemed to be "officers" of the Company under Rule 16a-1(f) of the 1934 Act (each, an "Executive Officer"). In evaluating and determining the compensation of an Executive Officer, the Committee shall consider the results of the most recent Say on Pay Vote unless no such vote has been conducted due to the Company's reliance on an exemption provided by Section 14A(e) of the 1934 Act;
5. Review annually and make recommendations to the Board regarding the Company's non-employee director compensation programs and policies;
6. Review and approve the terms of offer letters, employment agreements, severance agreements, change-in-control agreements, indemnification agreements and other material agreements between the Company and any Executive Officer;
7. Make recommendations to the Board regarding the adoption or amendment of equity-based and cash-incentive plans that are subject to the Board's approval, and to approve amendments to such plans to the extent authorized by the Board. In reviewing and making recommendations regarding any incentive-compensation and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote unless no such vote has been conducted due to the Company's reliance on an exemption provided by Section 14A(e) of the 1934 Act;
8. Administer the Company's stock plans, grant stock options, warrants (when intended to be compensatory in nature), restricted stock and other equity awards under plans or policies in which Executive Officers and key employees participate, and approve modifications to such awards, provided that the Board may delegate to another committee the concurrent authority to make such awards to individuals other than Executive Officers;

9. Oversee the administration of other material employee benefit plans of the Company;
10. Prepare and submit a report on the Company's executive compensation program for publication in the Company's proxy statement as required by Item 407(e)(5) of Regulation S-K, if required by the rules of the SEC;
11. Conduct a review of succession planning, as appropriate, of each Executive Officer position, reporting its findings and recommendations to the Board, and work with the Board in evaluating potential successors to Executive Officer positions;
12. At least annually, review the terms of, and the Committee's operations under and performance in light of, this Charter, and recommend to the Board such changes or amendments as the Committee deems appropriate;
13. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the 1934 Act unless no such vote has been conducted due to the Company's reliance on an exemption under Section 14A(e) of the 1934 Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement; and
14. Carry out any other duties and responsibilities assigned to the Committee by the Board, to the extent permitted by law and the Company's Bylaws.

INVESTIGATIONS, STUDIES AND OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into, or studies of, matters within the Committee's scope of responsibility, with full access to all books, records, facilities and personnel of the Company.

The Committee will have the exclusive authority to select, engage, retain and terminate legal counsel, compensation consultants, accountants and other advisers to assist the Committee in carrying out its duties. The Committee will take into account all factors relevant to any such adviser's independence from the Company's management, including the relevant factors relating to independence set forth in **Section 805 of the Company Guide**, before retaining or obtaining the advice of any such adviser. The Committee also will have the exclusive authority to determine its advisers' compensation and the other terms of their retention. The Company will provide for appropriate funding, as determined by the Committee, for the reasonable compensation of any outside adviser retained by the Committee.

MEETINGS AND OPERATIONS

The Chairperson will determine how often the Committee meets. However, the Board expects that the Committee will meet at least twice per year. The Chairperson, in consultation with the other members of the Committee, also will schedule the Committee meetings and establish the agenda for each meeting. The Chairperson will designate a secretary for each meeting, who need not be a member of the Committee.

The Committee will be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the

Committee requests. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS

The Chairperson will periodically report to the Board on the Committee's deliberations and actions. The minutes of Committee meetings and actions by the unanimous written consent of the Committee members will be made available to all Board members.

ANNUAL PERFORMANCE EVALUATION

The Committee will conduct and review with the Board an annual performance evaluation that (i) assesses the Committee's performance relative to the purpose, duties and responsibilities of the Committee outlined in this Charter and in **Section 805 of the Company Guide**, and (ii) establishes the Committee's goals and objectives for the following year. The Committee may conduct this annual performance evaluation in the manner deemed appropriate by the Committee in its business judgment.

COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board. Such fees may include retainers or per-meeting fees and will be paid in such form of consideration as the Board may determine in accordance with the applicable rules of NYSE American and the SEC.

DELEGATION OF AUTHORITY

The Committee may, to the extent permitted under applicable law, the rules of NYSE American and the SEC, and the Company's Articles of Incorporation and Bylaws, form subcommittees and delegate authority to them when appropriate.

RENUMBERING; CONSTRUCTION

Any reference in this Charter to a section, rule or other provision of the Company Guide or a securities law that is renumbered should be construed as referring to such section, rule or other provision as renumbered.