



COMPENSATION AND TALENT COMMITTEE CHARTER

Adopted by the Board of Directors as of June 6, 2024

Purposes

The primary purposes of the Compensation and Talent Committee (the "Committee") of the Board of Directors (the "Board") of QXO, Inc. (the "Company") are to:

- discharge the Board's responsibilities relating to the compensation of the Company's Chief Executive Officer (the "CEO") and other officers subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (collectively, including the CEO, the "Executive Officers");
- provide oversight of the Company's (and, to the extent appropriate, the subsidiaries of the Company's) executive compensation plans, policies and programs as they affect the Executive Officers;
- review, assess, and make reports and recommendations to the Board as appropriate on succession planning with respect to the Executive Officers; and
- assist with Board oversight of the Company's culture and strategies relating to human capital management.

This charter (this "Charter") sets forth the authority and responsibilities of the Committee in fulfilling its purpose.

Membership

The Committee will consist of no fewer than three members, with the exact number determined by the Board.

The members of the Committee shall be appointed by a majority vote of the entire Board from among its members, taking into consideration the recommendation of the Nominating, Corporate Governance, and Sustainability Committee, after consultation with the Chairman of the Board, and each member shall serve until such member's successor is duly appointed and qualified or until such member's death, resignation or removal by a majority vote of the entire Board. Resignation or removal of a director from the Board will automatically constitute resignation or removal, as applicable, of such director from the Committee.

The Board will appoint one member of the Committee as its Chairperson (the "Committee Chair").

All members of the Committee will meet the independence requirements of the listing standards of the securities exchange on which the Company's securities are listed and any other

applicable laws, rules or regulations (including the rules and regulations of the U.S. Securities and Exchange Commission) or other qualifications as are established by the Board from time to time. At least two members of the Committee will also qualify as a “Non-Employee Director” within the meaning of Rule 16b-3 under the Exchange Act.

Meetings and Actions Without a Meeting

The Committee will meet as often as it determines necessary to carry out its responsibilities. The Committee Chair will preside at each meeting. If the Committee Chair is not present at a meeting, the Committee members present at that meeting will designate one of its members as the acting chair of such meeting. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company’s Bylaws.

A majority of the members of the Committee shall constitute a quorum; when more than two members are present, the act of a majority of such members at a meeting at which a quorum exists shall be the act of the Committee. When only two members are present and constitute a quorum, the unanimous vote of the two members shall constitute the act of the Committee.

Authority and Responsibilities

The principal responsibilities of the Committee are set forth below. The Committee may perform such other functions as are consistent with its purpose and applicable laws, rules and regulations and as the Board may request or as the Committee deems necessary or appropriate, consistent with its purpose.

The Committee will:

Compensation and Benefit Programs

1. Review and approve the Company’s compensation strategy and practices with respect to the Executive Officers.
2. Review and approve corporate goals and objectives relevant to the CEO’s compensation, evaluate the CEO’s performance in light of those goals and objectives and determine and approve the CEO’s overall compensation levels based on this evaluation. In determining the long-term incentive component of the CEO’s compensation, the Committee may consider any number of factors, including the Company’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years. The CEO may not be present during voting or deliberations on his or her own compensation.
3. Review the performance evaluation prepared by the CEO and Chief Human Resources Officer for the Executive Officers other than the CEO and determine and approve each such Executive Officer’s overall compensation levels based on this evaluation.
4. Review and approve (and, if desired, make recommendations to the Board for approval of) the compensation of the Executive Officers, including annual base salaries, short-term and long-term (including cash-based and equity-based) incentive awards and opportunities, and material perquisites or other material personal benefits, except to the extent such benefit policies or programs apply to Company employees generally.

5. Periodically and as and when appropriate, review and approve the following as they affect the Executive Officers:
 - (a) any employment arrangements, consulting arrangements, and severance or retirement arrangements;
 - (b) any change in control agreements and change in control provisions affecting any elements of compensation and benefits; and
 - (c) 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.
6. Perform such duties and responsibilities as may be assigned to the Committee under the terms of any equity-based plan or other compensation plan.
7. Periodically review and approve, or make recommendations to the Board with respect to the approval of, the compensation and benefits of nonemployee directors, including under any equity-based compensation programs.

Compliance and Governance

8. Review and discuss with management the “Compensation Discussion and Analysis” required to be included in the Company’s proxy statement and annual report on Form 10-K and prepare the annual Compensation Committee Report for inclusion in the Company’s proxy statement.
9. Consider the results of advisory votes on executive compensation and the frequency of such votes.
10. Review stockholder proposals relating to executive compensation matters and recommend to the Board the Company’s response to such proposals and votes.
11. Perform such duties and responsibilities as may be assigned to the Committee under any Company policy in effect from time to time regarding recovery of incentive-based compensation from executives.
12. Receive and review periodic reports on the Company’s compensation programs as they affect all employees and consider related risks.

Management Development and Culture

13. Periodically review and discuss with the Board the corporate succession plan for Executive Officers.
14. Review reports from management on, and oversee the Company’s culture and strategies relating to, human capital management, including employee retention, talent development, and diversity and inclusion matters.

Assessment

15. At least annually, review and evaluate the performance of the Committee.

16. Review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Advisors

The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, outside legal counsel, or other advisors. The Committee will have sole authority to approve the advisor's fees (the expense of which will be borne by the Company) and other terms and conditions of the advisor's retention.

To the extent required by the rules of the securities exchange on which the Company's securities are listed, prior to selecting or receiving advice from an advisor, the Committee will conduct an independence assessment, taking into consideration the factors set forth in such rules and any other factors the Committee deems relevant to the advisor's independence from management.

Meetings and Reports

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on the meetings of the Committee and on such other matters as required by this Charter or as the Board shall from time to time specify.

Delegation of Authority

The Committee may from time to time as it deems appropriate, and to the extent permitted by applicable laws, rules and regulations, form and delegate authority to subcommittees consisting of one or more members when appropriate.

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