

# **STARK NOVUS FINANCIAL INC.**

## **COMPENSATION COMMITTEE CHARTER**

(As adopted by the Board of Directors, effective as of July 21, 2026)

### **PURPOSE**

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Stark Novus Financial Inc. (the “**Company**”) is to: (i) together with the Company’s other independent directors, discharge the Board’s responsibilities relating to the compensation of the Company’s executive officers<sup>1</sup> and directors with the intent to attract, retain, appropriately reward and motivate performance in the achievement of the Company’s business objectives and align such persons’ interests with the long-term interests of the Company’s stockholders and (ii) review and recommend to the Board employee compensation plans, policies and programs.

### **COMPOSITION**

The number of members of the Committee shall be determined by the Board and shall consist of three or more directors, each of whom the Board has determined (i) to be “independent” as defined, and to the extent required, under applicable United States Securities and Exchange Commission rules and listing standards of the securities exchange on which the Company’s securities are listed (the “**Exchange**”) and (ii) meets the requirements for a “Non-Employee Director” contained in Rule 16b-3 under the Securities Exchange Act of 1934, as amended. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Committee members shall be appointed by the Board, shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and may be removed by the Board in its discretion. The Board shall designate one member of the Committee as its chairperson.

### **MEETINGS AND PROCEDURES**

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by a majority of the Committee. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

Each member of the Committee shall have one vote. A majority of the Committee members, but not less than two members, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any

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<sup>1</sup> For purposes of this charter, “executive officer” has the same meaning specified for the term “officer” in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended.

meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute books.

As necessary or required, the chairperson may request that members of the management team or other independent consultants be present at any meetings of the Committee. In all cases, the chief executive officer ("CEO") and any other executive officers shall not be present at meetings at which their compensation or performance is being discussed.

## **RESPONSIBILITIES**

In furtherance of its purpose, the Committee shall:

1. Determine the compensation of the Company's CEO, including salary, bonuses, fees, incentive awards and perquisites.
2. Review and approve the compensation of the Company's executive officers, other than the CEO, including salaries, bonuses, fees, incentive awards and perquisites.
3. From time to time assess the Company's competitive position with respect to the components of its executive compensation program by reviewing executive compensation surveys, studies and information concerning the compensation paid by other comparable companies.
4. Review and approve new incentive compensation plans and equity-based plans and amendments to any existing plans.
5. Approve grants and/or awards of restricted stock, stock options and other forms of equity-based compensation under the Company's stock option, incentive compensation and equity-based plans.
6. For the CEO and other executive officers of the Company, review and approve, when and if appropriate, employment agreements, severance agreements, consulting agreements and change in control or termination agreements.
7. Annually evaluate and recommend to the Board appropriate compensation for the Company's non-employee directors for service on the Board and its committees, including compensation and expense reimbursement policies for attendance at Board and committee meetings.
8. If a compensation discussion and analysis ("CD&A") is required to be included in the Company's annual report or proxy statement, review and discuss with management the CD&A and related executive compensation information. Based on such review and discussion, the Committee shall make a recommendation to the

Board as to whether such CD&A shall be included in such annual report or proxy statement and shall prepare the compensation committee report required to be included in such annual report or proxy statement.

9. Consider at least annually whether risks arising from the Company's compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the Company, including whether the Company's incentive compensation plans encourage excessive or inappropriate risk-taking.
10. Review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to current and former employees.
11. Determine any stock ownership guidelines for the CEO and other executive officers of the Company, and make recommendations to the Board regarding any stock ownership guidelines for the Company's non-employee directors, and in each case, monitor compliance with such guidelines.
12. Review periodically CEO succession planning and report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to the Company's executive officer positions.
13. The Committee, as applicable, will review the results of the Company's "say on pay" vote as well as the results of other Company stockholder votes with respect to compensation related matters, and will consider whether any changes should be made to the Company's compensation plans and programs as a result of such stockholder vote.
14. Conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter.
15. Review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
16. Perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of the Exchange, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board or required under the provisions of any compensation plan maintained by the Company.