ADVASA HOLDINGS, INC.

COMPENSATION COMMITTEE CHARTER

Adopted: June 24, 2026

1. **Statement of Purpose.** The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Advasa Holdings, Inc. (the "Company") is to: (i) oversee the Company's compensation philosophy generally; (ii) seek to ensure that compensation decisions both represent sound fiscal policy as well as enable the Company to attract and motivate qualified personnel; (iii) advise the Board on, and facilitate the Board's oversight of, the compensation of the Board, the Company's Chief Executive Officer ("CEO"), and the other executive officers of the Company; and (iv) oversee the Company's management resources, succession planning and management development activities.

2. **Organization.**

   (a) The Committee will be comprised of two or more directors as determined by the Board and all of whom shall be independent. To be considered independent the director must meet the requirements of the definition of "Independent Director" under Rule 5605(a)(2) of the Nasdaq Stock Market Rules and the requirements of Rule 5605(d)(2)(A) of the Nasdaq Stock Market Rules and Rule 10C-1(b)(1) of the rules and regulations under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

   (b) The Board shall designate a member of the Committee as the Chairperson.

   (c) The Committee may form and delegate authority to subcommittees, each consisting of one or more of its members, with such powers as the Committee shall from time to time confer. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of the members of the Committee who are (a) "non-employee directors" within the meaning of Rule 16b-3 under the Exchange Act, or (b) "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). The Board may remove members of the Committee from such Committee, with or without cause.

3. **Operating Principles.** In fulfilling its functions and responsibilities, the Committee should give due consideration to the following operating principles and processes:

   (a) <u>Communication</u>. Regular and meaningful contact throughout the year with the Chairman of the Board, other committee chairpersons, members of senior management and other key Committee advisors, as applicable, is viewed as important for strengthening the Committee's knowledge of sound compensation and human resources policies.

   (b) <u>Committee Expectations and Information Needs</u>. The Committee should communicate to the CEO or his designee the expectations of the Committee, and the nature, timing and extent of any specific information or other supporting materials requested by the Committee, for its meetings and deliberations.

(c) Resources. The Committee shall be authorized to access, at the Company's expense, such internal and external resources, including retaining legal, financial and other advisors, as the Committee, in its sole discretion, deems necessary or appropriate to fulfill its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor, including the sole authority to approve fees, costs and other terms of engagement of outside resources such as compensation consultants. In selecting a compensation consultant, legal counsel or other advisor, the Committee will take into account all factors it considers appropriate as well as such criteria as may be required by applicable law or listing standards.

(d) Meeting Agendas. The Committee meeting agendas shall be the responsibility of the Committee chairperson with input from the Committee members and other members of the Board, with additional input from members of senior management and outside advisors to the extent deemed appropriate by the chairperson.

(e) Committee Meeting Attendees. The Committee shall be authorized to request members of senior management, outside counsel and other advisors to participate in Committee meetings.

(f) Advisors. The Committee shall have the power and right to engage and retain such advisors and consultants as determined by the Committee to assist the Committee in its deliberations and to provide such information and reports as requested by the Committee, and the Company shall pay the costs of such determined advisors and consultants.

(g) Reporting to the Board of Directors. The Committee shall maintain the minutes of meetings and, through the Committee chairperson, shall report to all material activities of the Committee to the Board from time to time or whenever so requested by the Board. In addition, minutes from Committee meetings should be distributed to each Board member prior to the subsequent Board meeting.

4. **Duties and Responsibilities.** The following are the duties and responsibilities of the Committee (in addition to any others that the board may from time to time delegate to the Committee):

(a) Executive Officer Compensation. The Committee shall, in consultation with the CEO, review and consider, and establish and approve individual and corporate goals and objectives relevant to compensation for all employees and officers of the Company and shall evaluate the performance of executive officers in light of those goals and objectives. Based on this evaluation, the Committee shall review and approve, or recommend for approval by the independent directors (as directed by the Board) executive officer compensation, including salary, bonus and incentive compensation, deferred compensation, perquisites, equity compensation, benefits provided upon retirement, severance or other termination of employment, and any other forms of executive compensation. In evaluating and recommending executive officer compensation, the Committee will consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") conducted pursuant to Section 14A of the Exchange Act.

(b) CEO Compensation. The Committee shall annually review and approve and establish, or recommend for approval by the independent directors (as directed by the Board) the CEO's compensation based on the Committee's evaluation of the CEO's performance. In evaluating and recommending CEO compensation, the Committee will consider the results of the most recent Say on Pay Vote. The Committee will deliberate and vote on the CEO's compensation outside the presence of the CEO.

(c) Senior Management Assessment. The Committee shall periodically review, discuss and assess the performance of senior management in light of the relevant corporate and individual performance goals and objectives, seeking input from the CEO, individual members of senior management, the full Board and others. The purpose of the review is to increase the effectiveness of senior management as a whole and on an individual basis.

(d) Plan Recommendations and Approvals. The Committee shall make recommendations to the Board regarding the adoption of new incentive compensation plans and equity-based plans, as well as the Company's 401(k) plan, and administer the Company's existing incentive compensation plans and equity-based plans, including reviewing and approving stock option grants and outside valuations of the common stock of the Company underlying such grants. To the extent permitted by applicable law, stock exchange rules and the provisions of a specific equity-based plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other equity awards, and amend the terms of such awards, pursuant to such equity based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company, such power to be limited to the parameters set forth in the applicable resolutions adopted by the Compensation Committee.

(e) Say on Pay Votes. The Committee shall 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 Say on Pay Votes, 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.

(f) Director Compensation. The Committee shall review and recommend to the Board the compensation paid to non-employee Directors for their service on the Board and on its committees. In making its recommendations, the Committee shall give due consideration as to what is customary compensation for directors of comparable companies and any other factors it deems consistent with the policies and principles set forth in this Charter and any of the other corporate governance documents of the Company.

(g) Employment Agreements. The Committee shall review, and approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.

(h) Incentive Plans. The Committee shall review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk, including review of performance measures and goals for executive incentive compensation plans and review of share usage and dilution.

(i) Filings. The Committee shall:

(i) review and discuss with Company management the compensation discussion and analysis required to be included in the Company's filings with the Securities and Exchange Commission and, based on such review and discussion, in the case of compensation discussion and analysis proposed to be included in the Company's annual proxy statement or annual report on Form 10-K, recommend to the Board of Directors whether the compensation discussion and analysis should be included in such proxy statement or annual report, as the case may be; and

(ii) prepare an annual compensation committee report for inclusion in the Company's annual proxy statement.

(j) Non-Executive Compensation and Benefits Plans. The Committee shall review and approve the general design and terms of any significant non-executive compensation and benefits plans, including as relevant: incentive compensation, bonus programs, profit sharing goals and payouts and the introduction or material modification of health, welfare and retirement plans or other material employee perquisite plans.

(k) Human Resources Policies. The Committee shall periodically review the Company's significant policies, practices and procedures concerning human resource related matters, primarily those focused on equal employment, hiring and promotion practices and commission pay structures, as well as the general processes and procedures of the Company's internal compensation committee.

(l) Succession Planning. The Committee shall oversee the maintenance, and presentation to the Board, of management's plans for succession to senior management positions in the Company, including the position of CEO.

(m) Additional Actions. The Committee shall complete a periodic review of the Company's peer group for compensation benchmarking purposes; shall periodically review the Company's compensation policies and practices to determine whether they create risks that are reasonably likely to have a material adverse effect on the Company; shall be responsible for oversight of the Company's submissions to shareholders on executive compensation matters, including advisory votes on executive compensation; shall review executive officer and director compliance with stock ownership guidelines, if applicable and shall be responsible for adoption, oversight of and implementation of the Company's Clawback Policy, if such policy is in place from time to time.

(n) Independence of Consultants and Advisors. The Committee shall review any potential or possible conflicts of interest with any compensation consultant or other advisor, including a review of the following factors: (i) the provision of other services to the Company; (ii) the amount of fees received from the Company as a percentage of the total revenue of the compensation consultant or advisor; (iii) the policies and procedures of the compensation consultant or advisor that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant or advisor with a member of the Committee; (v) any stock of the Company owned by the compensation consultant or advisor; and (vi) any business or personal relationship of the compensation consultant or advisor with an executive officer of the Company.

(o) Generally. The Committee shall review such other matters as the Board or the Committee shall deem appropriate.

5. Procedures and Administration

(a) Meetings. The Committee shall meet at least two (2) times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board on its activities. Except as otherwise provided herein, the Committee shall fix its own rules of procedure. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensationor performance is discussed or determined.

(b) Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

(c) Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal, accounting, and other advisors as it deems necessary or appropriate to carry out its responsibilities.

(d) Subcommittees. The Committee shall have the authority to delegate to subcommittees of the Committee any responsibilities of the full Committee.

(e) Compensation Consultant. The Committee shall have the authority to engage and terminate any compensation consultant to be used to assist in the evaluation of executive officer or Board compensation and shall have the authority to approve the consultant's fees. The Committee may also commission various compensation studies it deems appropriate.

(f) Expenses. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

(g) Committee Self-Evaluation. The Committee shall review and consider its performance against the requirements of this Charter annually and shall report to the Board on the results of such evaluation. The Committee's performance evaluation shall be conducted in such manner as the Committee deems appropriate.

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