

## **Taboola.com Ltd.**

### **Compensation Committee Charter**

Adopted April 11, 2021

#### **Purpose**

The Compensation Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of Taboola.com Ltd. (the “**Company**”) to discharge the responsibilities set forth in this compensation committee charter and provide assistance to the Board in fulfilling its responsibilities relating to the determination and execution of the Company’s compensation philosophy and the compensation of the Company’s Chief Executive Officer and other Board appointed officers of the Company. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

#### **Membership**

The Committee shall consist of at least two members, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of the Nasdaq Global Market (“**Nasdaq**”). In addition, the Board may require that members of the Committee must also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934. The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

#### **Responsibilities**

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

##### *Executive Compensation*

- The Compensation Committee shall review and approve the compensation of the Chief Executive Officer and each of the Company’s other executive officers. In reviewing and approving executive officer compensation, the Committee shall, among other things:
  - identify, review and approve corporate goals and objectives relevant to executive officer compensation;
  - review and approve the Company’s peer companies and data sources for purposes of evaluating the Company’s compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements and compensation practices;
  - evaluate the executive officer’s performance in light of such goals and objectives and determine the executive officer’s compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company; and

- determine and approve any short – and long-term incentive component of the executive officer’s compensation.
- The Committee shall approve transactions regarding office holders’ compensation pursuant to Sections 272, 273, and 275 of the Israeli Companies Law 5759-1999 (the “**Companies Law**”) and exempt a transaction with the Company’s Chief Executive Officer from the approval of the general meeting of the Company’s shareholders pursuant to Section 272(C1)(3) of the Companies Law.

*Management Succession*

- The Committee shall, in consultation with the Company’s Chief Executive Officer, periodically review the Company’s management succession planning, including policies for Chief Executive Officer selection and succession in the event of the incapacitation, retirement or removal of the Chief Executive Officer, and evaluations of, and development plans for, any potential successors to the Chief Executive Officer.

*Compensation Policies and Plans*

- The Committee shall approve and recommend to the Board for its approval a Compensation Policy in accordance with the requirements of the Companies Law as well as recommend to the Board for its approval other compensation policies, incentive-based compensation plans and equity-based compensation plans, as applicable (collectively, the “**Compensation Plans and Policies**”) and oversee the development and implementation of the Compensation Plans and Policies in light of all relevant circumstances and recommend to the Board any amendments or modifications to the Compensation Plans and Policies that the Committee deems appropriate, including as required under the Companies Law.

*Disclosure*

- To the extent applicable to the Company, the Committee shall prepare the Compensation Committee Report required by SEC rules to be included in the Company’s annual proxy statement or annual report on Form 10-K, and the Committee shall review and discuss the Company’s Compensation Disclosure and Analysis as required by SEC rules (“**CD&A**”) with management and provide a recommendation to the Company’s Board regarding the inclusion of the CD&A within the Company’s annual proxy statement or annual report on Form 10-K, as applicable.

*Reporting to the Board*

- The Committee shall report to the Board periodically.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

### *Risk Assessment*

- The Committee shall review and assess risks arising from the Company's employee compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company.

### **Authority and Delegations**

The Committee has the sole authority to retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration all factors relevant to that person's independence from management, including those independence factors enumerated by the Nasdaq rules.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

### **Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee.