

INSPIRE SEMICONDUCTOR HOLDINGS INC.

COMPENSATION COMMITTEE CHARTER

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Inspire Semiconductor Holdings Inc. (“**Inspire**”).

Section 1 PURPOSE

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- the establishment of key human resources and compensation policies, including all incentive and equity based compensation plans;
- the performance evaluation of the Chief Executive Officer and the Chief Financial Officer, and determination of the compensation for the Chief Executive Officer, the Chief Financial Officer and other senior executives of Inspire;
- the establishment of policies and procedures designed to identify and mitigate risks associated with Inspire’s compensation policies and practices;
- succession planning, including the appointment, training and evaluation of senior management; and
- compensation of directors.

Section 2 COMPOSITION AND MEMBERSHIP

- (a) The Board will appoint the members (“Members”) of the Committee, taking into account any recommendation that may be made by the Governance and Nomination Committee (the “**GN Committee**”). The Members will be appointed to hold office until the next annual general meeting of shareholders of Inspire or until their successors are appointed. Any Member may be removed and replaced at any time by the Board and will automatically cease to be a Member if he or she ceases to meet the qualifications required of Members. The Board will fill vacancies on the Committee by appointment from among qualified directors of the Board, taking into account any recommendation that may be made by the GN Committee. If a vacancy exists on the Committee, the remaining Members may exercise all of its powers so long as there is a quorum.
- (b) The Committee will consist of as many directors of the Board as the Board may determine, but in any event, not less than three (3) Members. Each Member will meet the criteria for independence established by applicable laws and the rules of any stock exchanges upon which Inspire’s securities are listed, including section 1.4 of National Instrument 52-110 - Audit Committees. In addition, each director will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member’s independent judgment.
- (c) All Committee Members will have a working familiarity with compensation and human resources matters and at least one (1) member shall be experienced in executive compensation matters.

- (d) The Board will appoint one (1) of the Members to act as the chair of the Committee (the “**Chair**”), taking into account any recommendation that may be made by the GN Committee. The secretary of Inspire (the “**Secretary**”) will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee and will circulate such minutes of each meeting of the Committee to the Members and to the Chair of the Board (and to any other member of the Board that requests that they be circulated) on a timely basis. If the Secretary is not in attendance at any meeting, the Committee will appoint another person who may, but need not, be a Member to act as the secretary of that meeting.
- (e) The Committee may delegate any or all of its functions to any of its Members or any sub-set thereof, or other persons, from time to time as it sees fit.

Section 3 MEETINGS

- (a) Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than two (2) times per year. To the extent possible, advance notice of each meeting will be given to each Member unless all members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone.
- (b) The Chair, if present, will act as the chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee the Members in attendance may select one of their numbers to act as chair of the meeting.
- (c) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.
- (d) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet in camera without members of management in attendance for a portion of each meeting of the Committee, if any Member of the Committee so requests.
- (e) To the extent possible, in advance of every regular meeting of the Committee, the Chair, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of Inspire to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

Section 4 EXERCISE OF POWER BETWEEN MEETINGS

Between meetings, the Chair or any Member designated for such purpose by the Committee may, if required under the circumstances, exercise any power delegated by the Committee on an interim basis. The Chair or other designated Member will promptly report to the other Members in any case in which this interim power is exercised.

Section 5 RETENTION OF OUTSIDE ADVISORS

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other advisor (each an “**Advisor**”). The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any such Advisor. Inspire will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisor retained by the Committee.

Section 6 DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee as they relate to the following matters, are as follows:

(1) Performance Objectives

annually review the performance objectives for the Chief Executive Officer, the Chief Financial Officer and the senior executives’ and, in the Committee’s discretion, recommend any changes to the Board for consideration;

(2) Evaluation of Performance

annually review and evaluate the performance of the Chief Executive Officer and the Chief Financial Officer in light of pre-established performance objectives and report its conclusions to the Board;

(3) Chief Executive Officer and Chief Financial Officer Compensation

annually review the compensation for the Chief Executive Officer and the Chief Financial Officer and, in the Committee’s discretion, recommend any changes to the Board for consideration;

(4) Executive Management Compensation

annually review the Chief Executive Officer’s recommendations for the senior executives’ compensation and, in the Committee’s discretion, recommend any changes to the Board for consideration;

(5) Compensation Policies and Practices

annually review the compensation policies and practices for the directors, the Chief Executive Officer, the Chief Financial Officer and the senior executives:

- (a) properly reflect their respective duties and responsibilities;
- (b) are competitive in attracting, retaining and motivating people of the highest quality;
- (c) align the interests of the directors, the Chief Executive Officer, the Chief Financial Officer and the senior executives with shareholders and Inspire as a whole;
- (d) are based on established corporate and individual performance objectives;
- (e) are clearly distinguishable between each other, that is, the structure of non-executive directors’ compensation should be distinguishable from that of executive directors and senior executives; and

- (f) do not encourage the taking of inappropriate or excessive risks;

(6) Administer Security-Based Compensation Plans

oversee the administration of Inspire's incentive compensation and equity-based plans in order to interpret the plans, prescribe rules, and make all determinations necessary or desirable for the administration of the plans;

(7) Succession Planning

annually review Inspire's succession plan for the Chief Executive Officer, the Chief Financial Officer and senior management, including appointment, training and evaluation;

(8) Directors' Compensation

annually review directors' compensation and, in the Committee's discretion, recommend any changes to the Board for consideration;

(9) Risk Management

review and discuss, at least annually:

- (a) the relationship between the Inspire's risk management policies, corporate strategy and compensation of senior executives; and
- (b) Inspire's compensation approach, policies and practices to ensure that they encourage senior executives to consider the risks related to their decisions and actions and that they do not encourage unnecessary or inappropriate risk taking;

(10) Compensation Disclosure

review all annual executive compensation disclosure before it is publicly released;

(11) Investigations

direct and supervise the investigation into any matter brought to its attention within the scope of the Committee's duties; and

(12) Other Duties

perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

Section 7 REPORTING

The Chair will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Committee will annually review and approve executive compensation disclosure to be included in the management proxy circular. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

Section 8 ACCESS TO INFORMATION AND AUTHORITY

The Committee will be granted unrestricted access to all information regarding Inspire that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members.

The Committee has the authority to retain, at Inspire's expense, independent legal, financial, compensation consulting and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve any such firm's fees and other retention terms without prior approval of the Board. The Committee must pre-approve any other services such independent compensation consultant or advisors or any of their affiliates provides to Inspire at the request of management.

Section 9 REVIEW OF CHARTER

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

The Board may, from time to time, permit departures from the terms of this Charter, either prospectively or retrospectively. The terms of this Charter are not intended to give rise to civil liability on the part of Inspire or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

Dated: September 20, 2022

Approved by: Compensation Committee
Board of Directors