ZSPACE, INC.

CHARTER OF THE COMPENSATION COMMITTEE

Adopted: June 18, 2024

The Board of Directors (the "*Board*") of zSpace, Inc., a Delaware corporation (the "*Company*"), has established a Compensation Committee (the "*Committee*") with the authority, responsibility and specific duties as described in this Charter.

I. Purpose

The Committee is appointed by the Board to assist the Board in the following oversight functions for the Company, and other such responsibilities that may be delegated to the Committee by the Board. These duties include but are not limited to (a) the review and approval of director and officer compensation plans, policies and programs, (b) the determination or recommendation to the Board for its determination, the compensation of the Company's Chief Executive Officer ("*CEO*") and all other executive officers of the Company (c) to prepare or cause to be prepared subject to the Committee's review and approval, the report of the Committee if and as required by the rules and regulations of the Securities and Exchange Commission, for inclusion in the Company's annual proxy statement and/or annual report on Form 10-K in accordance with applicable rules, and (d) to take such other actions within the scope of this Charter as the Committee or the Board deems necessary and appropriate.

II. Committee membership and qualifications

The Committee will be comprised of no fewer than three independent members appointed by the Board. Each member of the Committee will be directors who satisfy the listing requirements for "independence" imposed by the Nasdaq Capital Stock Market, including the additional "non-employee director" requirements specific to compensation committee membership as defined in Rule 16b-3(b)(3)(i) promulgated under the Securities Exchange Act of 1934 (the "*Exchange Act*"), as amended ("*Rule 16b-3*"), and "outside directors" as defined for purposes of Section 162(m) of the Internal Revenue Code, as amended, and the regulations thereunder ("*Section 162(m)").*

In determining whether a director is eligible to serve on the Committee, the Board will consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to (a) the source of compensation of the director, including any consulting, advisory or other compensatory fee paid by the Company to the director, and (b) whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

The members of the Committee will be appointed by and serve at the discretion of the Board. The Committee Chair will be appointed by the Board. Committee members may be replaced at any time and at the discretion of the Board.

III. Responsibilities and authority

The Company's compensation policies should be designed to ensure stockholder value by overseeing that the executive officers of the Company are compensated effectively in a manner consistent with the stated compensation strategy of the Company, internal equity considerations, competitive practices, and the requirements of the applicable regulatory bodies. More specifically, the Board delegates to the Committee the express authority to do the following, without the participation of the CEO, to the fullest extent permitted by applicable law and the Company's Second Amended and Restated Certificate of Incorporation and Second Amended and Restated Bylaws:

- Review management recommendations and advise management on broad compensation policies such as salary ranges, deferred compensation, incentive programs and executive stock plans.

- To retain, in the Committee's discretion and at the Company's expense, such independent consultants and other advisors and experts as may be required for the Committee to carry out its duties. If the Committee decides, in its

discretion, to retain such consultants, advisors, or experts, the Board delegates to the Committee the sole authority to retain and terminate any such consultant, advisor, or expert and to approve their fees and other retention terms.

- Review and recommend to the Board the goals and objectives relevant to the CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and recommend the CEO's compensation level (including, but not limited to, salary, long and short-term incentive plans, retirement plans, deferred compensation plans, equity award plans, change in control or other severance plans, as the Committee deems appropriate) based on such evaluation. In determining the long and short-term incentive component of CEO compensation, the Committee should, among other relevant factors, consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years.

- Monitor issues associated with CEO succession and management development, and regularly report such to the Board. This should include issues associated with preparedness for the possibility of an emergency situation involving executive and senior management, the long-term growth and development of the executive management team, and identifying the CEO's successor.

- Recommend to the Board the base salaries, salary increases and other remuneration for other executive officers and senior management of the Company, including participation in the Company's [2024 Stock Incentive Plan] and other long and short-term incentive plans, retirement plans, deferred compensation plans, equity award plans, change in control or other severance plans, as the Committee deems appropriate.

- Subject to the Company's Second Amended and Restated Certificate of Incorporation and Second Amended and Restated Bylaws, administer the Company's stock option plan(s) and other equity-based compensation plan(s) that permit payment in or based upon the Company's stock, which will include:

    - Reviewing the plans, from time to time as the Committee deems appropriate, including the structure, intended goals and methodology of execution, to determine if the goals and objectives of the plans are being fulfilled;
    - Issuing grants under the plans, reviewing management's recommendations for grants to employees and reviewing (subject to Board approval) grants of non-employee director awards;
    - Establishing and amending the provisions of the plans, subject to any limitations set forth in the plans or in any applicable laws and regulations; and
    - Reviewing, and recommending to the Board for approval, subject as necessary or appropriate to stockholder approval, material amendments to the plans.
    - The Committee may, in its discretion, delegate all or a portion of such duties and responsibilities to a subcommittee of the Committee. In particular, the Committee may delegate the approval of equity-based award grants and other transactions and other responsibilities regarding the administration of compensatory programs to a subcommittee consisting solely of members of the Committee who are (i) "non-employee directors" for purposes of Rule 16b-3, and/or (ii) "outside directors" for purposes of Section 162(m).

- Review and recommend to the Board any changes to the compensation and benefits provided to directors of the Company, including as members of any Board committees.

- Make recommendations to the Board with respect to the Company's non-CEO compensation, incentive-compensation plans and equity-based plans. Notwithstanding the foregoing, the Committee is not precluded from approving stock options and performance-based awards (with or without ratification of the Board) as may be required to comply with applicable tax laws such as Section 162(m)).

- Advise the Board if it believes that in its judgment the Company's executive compensation arrangements are reasonable and appropriate, meet their stated purpose (which, among other things, includes rewarding and creating incentives for individuals and Company performance) and effectively serve the interests of the Company and its stockholders.

- Prepare and approve an annual report on executive compensation and such other statements to stockholders on compensation matters which are required by the rules and regulations of the SEC to be included in the Company's proxy report and/or annual report on Form 10-K, and other governmental bodies.

- Review and assess the adequacy of this Charter at least annually and recommend any proposed changes to the Board, as appropriate, and publish the Charter as required by the rules and regulations of applicable law and as otherwise deemed advisable by the Committee.

- Annually evaluate the performance of the Committee. At a minimum, compare Committee performance to the requirements of this Charter and any other duties delegated by the Board.

- Take such other actions as may be assigned by the Board from time to time.

- Make recommendations and report to the full Board with respect to compensation policies and practices of the Company or any of the foregoing matters.

IV. Meetings

The Committee will hold meetings with such frequency, and at such times as the Committee Chair, or a majority of the Committee, determines to be necessary and appropriate. At the request of any two members of the Committee, a meeting of the Committee will be held promptly. The Committee will meet separately, periodically, in executive session to discuss any matters that the Committee or any of such persons believes should be discussed in the interest of fulfilling the purpose, responsibility and authority of the Committee or any of such persons.

A majority of the Committee will constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, will be the act of the Committee. The Committee will keep a record of its actions and proceedings and report to the full Board as necessary and appropriate.

V. Reliance, experts and cooperation

In carrying out its duties, the Committee is entitled to rely on (a) the integrity of those persons and organizations within and outside the Company from which it receives information, (b) the accuracy of the compensation and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which will be reported promptly to the Board) and (c) representations made by management, the independent public accounting firm ("*independent public accountants*"), internal auditors, and outside advisors and experts, as it deems necessary or appropriate.

The Committee will have unrestricted access to the independent public accountants, the internal auditors, internal and outside counsel, and anyone else in the Company, and may require any officer or employee of the Company or the Company's outside counsel or independent public accountants to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.