**STAR EQUITY HOLDINGS, INC.**
**COMPENSATION COMMITTEE CHARTER**

**(As Adopted April 11, 2003,**
**Revised October 28, 2019, November 7, 2022, November 6, 2023,**
**November 6, 2024, November 7, 2025, and March 19, 2026)**

## Purpose

The Board of Directors (the "Board") of Star Equity Holdings, Inc. (the "Company") delegates to the Compensation Committee (the "Committee") responsibility on a broad range of issues, but primarily the review and approval of long- and short-term corporate goals, objectives and key performance indicators ("Goals and Objectives") relevant to the compensation of the Company's outside members of the Board, the Named Executive Officers of the Company ("NEO(s)")[1], including the Chief Executive Officer, and all other executive officers of the Company, if any, exclusive of subsidiaries ("Star Executive Officers").

## Members

The Committee shall consist of at least three members of the Board. No director may serve on the Committee unless he or she (i) meets the independence requirements of The Nasdaq Stock Market applicable to compensation committee members, (ii) is a "Non- Employee Director" under the qualifications set forth in Rule 16b-3 of the Securities Exchange Act of 1934 and (iii) satisfies the requirements of an "outside director" for purposes of Section 162(m)(4)(C) of the Internal Revenue Code.

## Appointment and Removal of Committee Members

The members of the Committee shall be appointed by the Board annually or as necessary to fill vacancies on the recommendation of the Company's Nominating and Governance Committee. Each member shall serve until his or her successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

## Chairman

The Chairman of the Committee shall be appointed by the Board upon recommendation of the Nominating and Governance Committee in consultation with the Chairman of the Board. The Chairman will chair all regular sessions of the Committee and, in consultation with the Chairman of the Board, set the agendas for Committee meetings.

## Responsibilities

The Committee shall have the following responsibilities:

1. Review and approve regularly the Company's long- and short-term corporate Goals and Objectives for the NEOs and Star Executive Officers to ensure that they are rewarded

[1] NEO is defined under 402(a)(3) of Regulation S-K, to include (i) the principal executive officer and (ii) the principal financial officer; during the last fiscal year, regardless of compensation, (iii) three most highly compensated executive officers who served at the end of the last fiscal year at the parent or subsidiary level, plus an additional two executive officers if they would be included under "(iii)" if they had been serving at the end of the last fiscal year.

appropriately for their long- and short-term contributions to Company growth and profitability, and that corporate Goals and Objectives support shareholder interests.

2. Review, determine, and approve annually the individual elements of total compensation and any adjustments to such elements for the Chief Executive Officer. In evaluating and determining the Chief Executive Officer's compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.

3. The Chief Executive Officer shall not be present during any Committee deliberations or voting on the Chief Executive Officer's compensation. Conduct an annual evaluation of the performance of the Chief Executive Officer and report to the Board the results of that evaluation.

4. Review, determine, and approve the individual elements of total compensation and any adjustment to such elements for NEOs and Star Executive Officers (other than the Chief Executive Officer, which is addressed by number 2 above), and any other employee upon the request of the Chief Executive Officer. In evaluating and determining compensation for such other NEOs and Star Executive Officers, the Committee shall consider the results of the most recent Say on Pay Vote.

5. Review all director compensation and benefits for service on the Board and Board committees at least once a year and recommend any changes to the Board as necessary.

6. Assure that the annual incentive compensation plan for NEOs and Star Executive Officers is administered in a manner consistent with the Company's long- and short-term corporate Goals and Objectives and the terms of the plan as to the following:
    a. Participation
    b. Target annual incentive awards
    c. Corporate and/or division financial goals
    d. Actual awards paid
    e. Total funds reserved for payment under the plan

7. Recommend to the Board to approve for submission to shareholders, where required, all new equity-related incentive plans and exercise the authority of the Board with respect to (a) the administration of the Company's long-term incentive programs, including the Company's equity-related incentive plans, (b) the determination of performance, service and other vesting requirements of awards under the plans, in a manner consistent with the terms of the plans, and (c) whether to adopt, amend, or terminate any such plans.

8. Review and approve the terms of compensation for outside members of the Board, including cash and equity grants, which may include the issuance of any awards of stock and stock options, all in accordance with the applicable state and federal rules.

9. Regularly review the Company's long- and short-term Goals and Objectives with respect to compensation within the organization.

10. Review the Company's long- and short-term Goals and Objectives with respect to Company employee benefits.

11. Review and approve, or recommend to the Board, when appropriate, any contracts or other transactions with current or former NEOs and Star Executive Officers, including consulting arrangements, employment contracts, change- in-control agreements, and severance or

termination agreements.

12. Review the results of the assessment of the risk implications of the Company's compensation policies and practices.

13. Review and approve the peer companies and data sources used to help evaluate the competitiveness of the Company's compensation for NEOs and Star Executive Officers.

14. Review and approve Executive Officer stock ownership guidelines and make adjustments, as appropriate. Annually review compliance with the guidelines.

15. Review and discuss with management a Compensation Discussion and Analysis, to the extent required to be included in the Company's annual proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission, and recommend to the Board whether to include such Compensation Discussion and Analysis in the Company's Annual Report on Form 10-K and proxy statement.

16. To 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 stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, 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.

17. Produce an annual Compensation Committee report, to the extent required to be included in the Company's annual proxy statement, in accordance with applicable rules and regulations of the Securities and Exchange Commission.

**Meetings**

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. Any member of the Committee may call meetings of the Committee.

The Committee shall meet regularly in executive session, without Company management present. The most senior Human Resources executive of the Company, relevant Star Executive Officers, and other Board members may be invited to attend meetings of the Committee, except for portions of the meetings where their presence would be inappropriate, as determined by the Chairman of the Committee.

Telephonic or video conference participation in Committee meetings by members and other participants is permitted. Minutes of each Committee meeting and records of all other Committee actions shall be prepared by a secretary of the meeting designated by the Committee, and shall be retained with the permanent records of the Company

A majority of the members of the Committee shall constitute a quorum for the transaction of business by the Committee.

**Reporting**

The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Committee's Chairman or any other member of the Committee designated by the Committee to make such report.

The Committee shall maintain minutes or other records of Committee meetings and actions of the Committee.

**Studies, Investigations and Advisors**

The Committee shall have the power and authority to conduct or authorize studies and investigations into any matter of interest or concern within the scope of its responsibilities that the Committee deems appropriate. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of independent counsel, compensation consultants, accountants or other advisors to assist in the conduct of any such study or investigation or otherwise, but, to the extent required by the NASDAQ Listing Rules, the Committee may select, or receive advice from, an advisor only after taking into consideration the factors relevant to the advisor's independence from management specified in NASDAQ Listing Rule 5605(d)(3). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisor retained by the Committee, and the Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such advisor.

**Performance Evaluation**

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.