

FiscalNote

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Last Updated November 2, 2023

I. Purpose

The purpose of the Compensation Committee (the "**Committee**") of the board of directors (the "**Board**") of FiscalNote Holdings, Inc., a Delaware corporation (the "**Company**"), is to (1) carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation and (2) assist the Board in its oversight of compensation program design, risk and administration.

II. Membership

The Committee shall consist of three or more directors. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. Each Committee member shall be (1) independent in accordance with the requirements of the listing rules of the New York Stock Exchange (the "**NYSE Listing Rules**"), and (2) prohibited from interlocking relationships or insider participation with any member of the board or compensation committee of another company. In addition, at least two members shall meet the requirements to qualify as a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**").

The members of the Committee shall be appointed by the Board based on recommendations from the Corporate Governance Committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

III. Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

1. To review, modify and approve (or, if it deems appropriate, make recommendations to the full Board regarding) the overall compensation strategy and policies for the Company,
2. To evaluate the performance of the Company's Chief Executive Officer in light of the overall compensation strategy and to review, modify and approve the compensation of the Company's Chief Executive Officer and other executive officers as defined in Rule 3b-7 under the Exchange Act and designated as such by the Board. The Chief Executive Officer may not be present during the voting or deliberations on his or her compensation.
3. To review and approve, or recommend for approval by the Board, the compensation and benefits of the directors for service on the Board and Board committees at least once a year.
4. To review, approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, and where appropriate or required, recommend for approval by the stockholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to

administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.

5. To the extent required by applicable SEC rules or otherwise disclosed by the Company, to review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**") and the related executive compensation information, recommend that such CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.
6. Pursuant to the Company's Executive Compensation Clawback Policy, to review the incentive based compensation of current and applicable former executive officers and to determine and recommend to the Board what recovery actions, if any, the Company should take in order to comply with such policy.
7. To review and approve, or recommend for approval by the Board, 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.
8. To determine stock ownership guidelines for the directors and executive officers and monitor compliance with such guidelines.
9. To 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.
10. To perform such additional duties consistent with this Charter, the certificate of incorporation and bylaws of the Company, governing law, NYSE Listing Rules, federal securities laws and other applicable requirements as delegated to the Committee by the Board.

IV. Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant, outside legal counsel and such other advisors as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter.

The Committee shall set the compensation, and oversee the work, of the compensation consultant, outside legal counsel and such other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of such advisors, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

In carrying out its duties and in retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Committee shall take into consideration the factors outlined under applicable NYSE Listing Rules (including NYSE Listing Rule 303A.05). The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any

broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

V. Structure and Operations

The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. 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.

VI. Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

VII. Annual Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.