BOKU, INC.

(the "Company")

REMUNERATION COMMITTEE

Terms of Reference

(Originally adopted by the board of directors of the Company on 24 January 2018. Last updated and adopted by the Board on 10 November 2026)

1. The Remuneration Committee

The Remuneration Committee:

(a) is a committee of the board of directors and shall make recommendations to the board on general remuneration policy and determine on behalf of the Board specific remuneration packages for each of the executive directors, the Global Leadership Team and such other members of the executive management as the Board may from time to time determine;

(b) is composed of independent non-executive directors;

(c) has the primary responsibility of reviewing and approving remuneration of executive directors, the Global Leadership Team and such other members of the executive management as the Board may from time to time determine, in its widest sense (see below) and ensuring that these arrangements:

(i) motivate and align the executive team with the interests of long-term shareholders whilst ensuring they operate within the risk parameters set by the Board; and

(ii) are adequate for such persons so as to attract and retain and motivate high caliber employees.

2. Membership

2.1. There should be a minimum of two members of the Remuneration Committee.

2.2. Membership should be confined to independent non-executive directors appointed by the Board and in consultation with the chair of the Remuneration Committee. The chair of the board of directors of the Company may also serve on the Remuneration Committee if they were independent on appointment.

2.3. Appointments to the Remuneration Committee shall be made by the Board and members can remain for any period provided the director still meets the criteria for membership of the Remuneration Committee.

2.4. All members, apart from in respect of directors' fees and shareholdings, should be independent of management and free from any involvement which might significantly interfere with their ability to judge matters independently.

2.5. The Company Secretary or such person determined by the chair of the Remuneration Committee in consultation with the Company Secretary shall be the committee secretary.

Meetings of the Remuneration Committee shall be called by the committee secretary at the request of the chair of the Remuneration Committee or any other member.

2.6. The members of the Remuneration Committee shall be provided with appropriate and timely training.

3. Meetings

3.1. Remuneration Committee meetings shall be held not less than twice a year and at such other times as the chair of the Remuneration Committee shall think fit.

3.2. The quorum necessary for the transaction of business at a meeting shall be a majority of the directors serving on the Remuneration Committee which, in any case, shall never be less than two.

3.3. Unless otherwise agreed by all members of the Remuneration Committee, notice of each meeting, confirming the venue, time and date, together with an agenda of items to be discussed and all relevant papers, should normally be circulated to each member of the Remuneration Committee, to any other person required to attend prior to the date of the meeting. The committee secretary of the Remuneration Committee will ensure that the Remuneration Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues. Supporting papers shall be sent to members of the Remuneration Committee and to other attendees as appropriate, at the same time.

3.4. Only members of the Remuneration Committee have the right to attend meetings of the Remuneration Committee. However, the chief executive officer, the chief finance officer, the chief human resources officer, other non-executive directors and any other person agreed by the chair of the Remuneration Committee may attend meetings by invitation of the Remuneration Committee.

3.5 No director or manager shall participate in decisions concerning their own remuneration. Any other material conflict shall be declared and recorded; the conflicted person shall withdraw for the relevant item and shall not count towards its quorum.

4. Chair

4.1. The Board shall appoint the chair of the Remuneration Committee from among the independent non-executive directors and they will be responsible for:

(a) setting the agenda;

(b) reporting to the Board on issues and decisions made, including on the committee's proceedings after each meeting on all matters within the duties and responsibilities of the Remuneration Committee;

(c) attending and answering questions about the Remuneration Committee's work at the annual meeting of the stockholders;

(d) briefing any consultants retained to provide independent advice on market practice (and for which advice a budget should be provided, when necessary); and

(e) ensuring the Remuneration Committee’s recommendations are clearly communicated and minuted appropriately and that follow-up actions are tracked and reported to the Board as needed.

4.2. In the absence of the chair of the Remuneration Committee and/or any appointed deputy, the members present shall select one of their number to chair the meeting. The selected chair must be an independent non-executive director. The chair of the Board of the Company shall not be eligible to be appointed as chair of the Remuneration Committee.

5. Remuneration

'Remuneration' has a wide definition and includes salaries, bonuses, equity schemes (including but not limited to restricted stock units and share options), pension and other retirement benefit schemes, termination payments, and anything that is intended as 'pay' for any employee. It also includes fringe benefits e.g. Company cars, use of Company premises for living purposes, relocation costs and so on. Many of these matters will be covered in service agreements but the Remuneration Committee should determine not only the Company overall policy but also individual remuneration packages for all executive directors, the Global Leadership Team and such other members of the executive management as the Board may from time to time determine.

6. Authorisation

6.1. The Remuneration Committee shall be authorised by the Board to take such external advice as it shall consider appropriate to determine the remuneration, terms of equity awards, determination of the fair market value of the Company's stock, terms of service and incentives of the executive directors, the Global Leadership Team, and such other members of the executive management as the Board may from time to time determine. This authority is subject only to the requirement that independent advice is sought at a reasonable cost commensurate with the matter under review. The Remuneration Committee shall be exclusively responsible for establishing the selection criteria for selecting, appointing, and setting the terms of reference for any remuneration consultants who advise the Remuneration Committee.

6.2. The Remuneration Committee shall have no authority in relation to the remuneration of the non-executive directors.

6.3. The powers in these terms of reference are subject to the Matters Reserved for the Board. The Remuneration Committee shall recommend the Company remuneration policy and performance-related share-based remuneration for executive directors and members of the GLT to the Board for approval, and obtain any stockholder approval required by applicable law or the relevant scheme rules.

7. Duties

7.1. The Remuneration Committee shall apply the QCA Corporate Governance Code and associated remuneration guidance proportionately, consistent with the Company's stated governance approach, and comply with applicable law, including the Delaware General Corporation Law, and shall also have regard to any authoritative best practice guidelines for remuneration committees published from time to time.

7.2. In respect of the Company and the group, as appropriate, the Remuneration Committee shall:

(a) have responsibility for setting a remuneration policy for all executive directors, members of the Global Leadership Team (GLT) and such other members of the executive management as the Board may from time to time determine. Remuneration and reward decisions for employees below the GLT shall be reserved to the GLT (who

may delegate as the chief executive officer sees fit) having first consulted with and taken advice from the chief executive officer and chief people officer. The award of equity based remuneration for employees below GLT level shall be determined by the Ratification Committee having taken advice from the chief executive officer and chief people officer.

(b) for the avoidance of doubt the Remuneration Committee shall, on an annual basis, review and approve the performance objectives for the executive directors, the GLT, and such other members of the executive management as the Board may from time to time determine, having first consulted with the chief executive officer in respect of GLT members other than the chief executive officer and with the chief human resources officer and the Chair in respect of the chief executive officer;

(c) provide oversight over the structure and outcomes of the group's remuneration policy below GLT level and receive details of and comment on any proposed changes to the group's remuneration policy for employees below GLT level for recommendation to the Board with specific focus on alignment to the Group's strategy, risk appetite, solvency management practices, culture, purpose, values and long-term interests and sustainability; review workforce remuneration and related policies and the alignment of incentives and rewards with culture, taking these into account when setting remuneration policy for executive directors and the wider workforce*;*

(d) in determining the remuneration policy for executive directors, the G L T and such other members of the executive management as the Board may from time to time determine, take into account all factors which the Remuneration Committee deems necessary, including relevant legal and regulatory requirements, the provisions and recommendations of the QCA Code and associated guidance, as well as the Delaware General Corporation Law;

(e) monitor, review and determine on behalf of the Board specific remuneration and incentive packages (including pension rights, any compensation payments and all other benefits) for each of the Company's executive directors, the GLT and such other members of the executive management as the Board from time to time determine, to ensure that the executive directors, the GLT, and relevant members of the executive management are fairly rewarded for their individual contributions to the Company's overall performance. The review of remuneration and incentive packages should occur on appointment and on each occasion that changes to those packages are proposed;

(f) in determining the remuneration and incentive packages of individual executive directors, the GLT, and such other members of the executive management as the Board may from time to time determine, the Remuneration Committee should:

(i) provide the packages needed to attract, retain and motivate executives of the quality required, but should avoid paying more than is necessary for this purpose;

(ii) have regard to the risk appetite of the Company and alignment to the Company's long term strategic goals;

(iii) have regard to the need to support and reinforce the desired corporate culture and promote the right behaviours and decisions;

(iv) seek to ensure pay structures are simple and easy for participants to understand and (where appropriate) foster alignment with stockholders through the building and holding of a meaningful stockholding in the Company;

(v) be aware of what comparable companies are paying and should take account of relative performance;

(vi) have regard to pay and employment conditions elsewhere in the group;

(vii) include performance-related elements of remuneration as a significant proportion of the total remuneration packages.

(g) exercise the power to take advice from any person it may deem necessary to help the Remuneration Committee to achieve their purpose and objectives;

(h) make available its terms of reference, explaining clearly its role and the authority delegated to it by the Board.

(i) review and oversee the operation of the Company's equity schemes (including share option and share incentive schemes). The Remuneration Committee shall make recommendations to the Board as to any adjustments to the terms of such schemes and as to proposals intended for submission to stockholders in relation to such schemes; recommend that new share schemes or long-term incentive plans, and significant amendments to existing schemes or plans, are put to a stockholder vote where appropriate, consistent with the QCA Code;

(j) for any equity scheme, determine each year whether awards will be made to executive directors, the GLT, and such other members of the executive management as the Board may from time to time determine, and if so, the overall amount of such awards, the individual awards, and the performance targets to be used; review the achievement of performance targets and resulting payouts or vesting; and oversee the adequacy and application of any malus, clawback and discretion to adjust incentive outcomes, in accordance with the relevant scheme rules and contractual terms;

(k) be responsible for reporting to the Company's stockholders, on behalf of the board, in relation to remuneration policies applicable to the Company's executive directors drawing attention to factors specific to the Company;

(l) determine the policy for, and scope of, pension arrangements for each executive director, the GLT and such other members of the executive management as the Board may from time to time determine;

(m) ensure that, for executive directors, the GLT and such other members of the executive management as the Board may from time to time determine, contractual terms on termination, and any payments made, are fair to the individual and the Company, that failure is not rewarded, and that the duty to mitigate loss is fully recognized;

(n) oversee any major changes in employee benefit structures throughout the Company or the group;

(o) Oversee the implementation of and monitor compliance with the Company’s Share Ownership Policyfor executive directors and the GLT

(p) agree the policy for authorising claims for expenses from the directors; and

(q) work and liaise, as necessary, with all other board committees.

7.3. The Remuneration Committee shall also consider such other topics as are defined by the Board from time to time.

8. Other matters

The Remuneration Committee shall:

(a) have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required;

(b) be provided with appropriate and timely training;

(c) give due consideration to laws and regulations and any published guidelines or recommendations regarding the remuneration of directors of listed/non listed companies and formation and operation of share schemes including but not limited to the provisions of the QCA Code and the requirements of the AIM Rules for Companies, applicable rules on public offers and admissions to trading, and Disclosure Guidance and Transparency Rules as well as guidelines published by the Investment Association and any other applicable rules and guidance, as appropriate; and

(d) arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

9. Reporting responsibilities

9.1. Sufficient time should be allowed after meetings of the Remuneration Committee for the Remuneration Committee to report to the Board on the recommendations and actions to be taken. The committee secretary shall ensure the proceedings and resolutions of all meetings of the Remuneration Committee are minuted, including recording the names of those present and in attendance. The committee secretary shall ensure draft minutes of Remuneration Committee meetings are circulated promptly to all members of the Remuneration Committee and, once agreed, upon request to all members of the Board (unless in the opinion of the chair of the Remuneration committee it is deemed inappropriate to do so).

9.2. The Remuneration Committee shall ensure that statutory provisions regarding disclosure of information in the Company's annual report and accounts are fulfilled and shall produce a report of the Company's remuneration policy and practices to be included in the annual report. The Remuneration Committee shall recommend to the Board that the annual remuneration report is put to an advisory stockholder vote at each annual meeting of the stockholders and that the remuneration policy is put to at least an advisory vote periodically and on material change, consistent with the QCA Code. .

If the Remuneration Committee has appointed remuneration consultants, the annual report of the Company should identify those consultants and a statement should be made as to whether they have any other connection with the Company.

9.3. The Remuneration Committee shall make such recommendations to the Board as it deems appropriate on any area within its remit where action or improvement is needed.

9.4. The chair of the Remuneration Committee should be present at the Company's annual meeting of the stockholders to respond to questions on matters within the responsibility of the Remuneration Committee including the rationale for remuneration decisions and alignment with Company performance and shareholder value.

9.5. Through the chair of the Board, ensure that the Company maintains contact, as required, with its principal stockholders regarding questions on matters relating to remuneration. The Remuneration Committee shall also consider, and where appropriate, act upon shareholder feedback received in relation to the remuneration report or related matters.

Approved by the Board on 10 November 2026