

Solar Strategy Holdings Limited

Compensation Committee Charter

A. Purpose

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Solar Strategy Holdings Limited (the “**Company**”) is to recommend to the Board for its approval the forms and amount of compensation for the Company’s chief executive officer (“**CEO**”) and to consult with the CEO regarding the forms and amount of compensation for the Company’s officers, to make recommendations to the Board regarding the Company’s incentive plans for employees and other service providers, including the Company’s equity incentive plans, whether adopted prior to or after the date of adoption of this Charter (the “**Stock Plans**”), and to oversee certain other matters related to the Company’s compensation programs. This Charter sets forth the composition, authority, and responsibilities of the Committee.

B. Composition

1. Membership and Appointment

The Committee shall be composed of at least two members, with the exact number to be determined by the Board. Each member of the Committee shall be appointed by the Board and may be removed by the Board in its sole discretion. Each member shall serve until his or her resignation, retirement, removal by the Board, and/or until his or her successor is appointed.

2. Qualifications

Each member of the Committee shall be a non-employee director.

3. Chairperson

The Board may designate a chairperson of the Committee. In the absence of that designation, the Committee may designate the chairperson by majority vote of the Committee’s members. The Chairperson shall set the agenda for meetings of the Committee and conduct the proceedings of meetings of the Committee.

C. Responsibilities and Duties

The principal responsibilities and duties of the Committee in serving the purposes outlined in “Purpose” above are set forth below. These duties are set forth as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given the Company’s needs and circumstances. The Board or Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

1. Executive Compensation

The Committee will, in consultation with the CEO:

- Review annually and recommend to the Board for approval the form and amount of compensation to be paid or awarded to the CEO and consult with the CEO regarding the form

and amount of compensation to be paid or awarded to all other officers of the Company. The CEO may not be present during voting or deliberations on his or her compensation.

- Recommend to the Board for approval annually corporate goals and objectives relevant to compensation for the CEO.
- Evaluate and report annually to the Board the CEO's performance against any corporate goals and objectives relevant to the CEO's compensation.
- Consult with the CEO annually regarding corporate goals and objectives relevant to compensation for other officers.
- Evaluate annually, in consultation with the CEO, other officer performance against any corporate goals and objectives relevant to such officers' compensation.
- Administer and, if determined to be necessary, amend the Company's 401(k) plan, deferred compensation plan if any, and any other material compensation plan; provided that the Committee may delegate routine administration of such plans to an administrative committee consisting of Company officers or other employees.
- Recommend to the Board, for approval by the Board, the form and amount of cash- and equity-based and other compensation to be paid to the non-employee members of the Board.

2. Equity Incentive Plans

- Review periodically and make recommendations to the Board with respect to adoption and approval of, or amendments to, Company Stock Plans.

3. Corporate Governance

- Oversee the Company's compliance with legal and regulatory requirements associated with compensation of its executive officers, other employees, and non-employee directors, and to coordinate as needed with the Board or other committees of the Board on matters requiring such coordination.
- Review and assess the adequacy of this charter periodically and submit any recommended changes to the charter to the Board for approval.

D. Meetings and Procedures

1. Meetings

The Committee will meet at such times and places as the Committee determines. The chairperson of the Committee shall preside at each meeting and approve the meeting's agenda, and any other member present may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Committee members present. The Committee shall maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board.

2. Attendees

The CEO may attend each Committee meeting, but shall not participate in any review of his own compensation and shall not attend any executive session of the Committee. The Committee may invite to its meetings any director, officer, or employee of the Company and such other persons as it deems appropriate to carry out its responsibilities. The Committee may exclude from its meetings any person it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Committee.

3. Written Consent

The Committee may act by written consent (which includes electronic consent) in lieu of a meeting in accordance with the Company's bylaws, which shall constitute a valid action of the Committee if it has been executed by each member of the Committee and shows the date of execution. Any written consent shall be effective on the date of the last signature and shall be filed with the minutes of the meetings of the Board.

4. Reporting to the Board

Consistent with this charter, the Committee shall report regularly to the Board with respect to the Committee's activities and recommendations. The report to the Board may take the form of an oral report by the chairperson or any other member of the Committee designated by the Committee to make such report.

5. Authority to Retain Advisors

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of compensation consultants, legal counsel, or other advisors of its choosing. Any such consultant, counsel, or advisor is referred to as an "**Advisor.**" The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of such Advisors, and the Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable fees to any such Advisor retained by the Committee. The Company will also provide for the payment of any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.

Nothing in the preceding paragraphs shall be construed to require the Committee to (i) retain or obtain advice from Advisors, (ii) retain or obtain advice from Advisors determined to be independent, (iii) implement or act consistently with the advice or recommendations of any Advisor, or (iv) otherwise affect the Committee's ability or obligation to exercise its own judgment in fulfilling its duties.

6. Access to Information

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility with full access to all books, records, facilities, and personnel of the Company.

7. Subcommittees

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate power and authority to such subcommittees as the Committee deems appropriate. Each designated subcommittee shall establish its own schedule and maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board. The Committee shall not delegate

to a subcommittee any power or authority required by law, regulation, or listing standard to be exercised by the Committee as a whole.

8. Compensation

Members of the Committee shall receive such fees, if any, for their service as Committee members, as determined by the Board in its sole discretion.

* * *

The Board has formed the Committee to assist the Board in directing the Company's affairs, and this charter has been adopted in furtherance of this purpose. While this charter should be interpreted in the context of all applicable laws and regulations, as well as in the context of the Company's certificate of incorporation and bylaws, it is not intended to establish by its own force any legally binding obligations.