

SILVACO GROUP, INC.

COMPENSATION COMMITTEE CHARTER

(As adopted by the Board of Directors effective as of May 2024)

Purpose

The purpose of the Compensation Committee, and its subcommittees, as applicable (the “**Committee**”), of the Board of Directors (the “**Board**”) of Silvaco Group, Inc. (the “**Company**”) shall be to assist the Board in meeting its responsibilities with regard to oversight and determination of executive compensation and to review and make recommendations to the Board with respect to major compensation plans, policies, and programs of the Company. The Committee has overall responsibility for approving and evaluating all compensation plans, policies, and programs of the Company as they affect the compensation of (i) the president (if any), (ii) the principal financial officer, (iii) the principal accounting officer (or, if there is no such accounting officer, the controller), (iv) any vice-president of the Company in charge of a principal business unit, division or function (such as sales, administration or finance), (v) any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company, (vi) employee (or the next most senior employee) with the titles listed on Exhibit A hereto, and (vii) any additional employees (other than the chief executive officer (the “**CEO**”) of the Company) that are specifically named in any Company Executive Severance Plan approved by the Board (collectively, the “**Executive Officers**”).

Composition

The Committee shall consist of at least three members of the Board (including the chairperson of the Committee (the “**Chair**”), with the exact number to be determined by the Board. Committee members shall be appointed from time to time by the Board, subject to any exceptions or transition periods for Committee composition compliance available under the Nasdaq Stock Market (the “**Nasdaq**”) and Securities and Exchange Commission (the “**SEC**”) rules as deemed appropriate or necessary and having given consideration to the recommendations, if any, from the Nominating and Corporate Governance Committee, but not less than annually at its first meeting following the annual meeting of stockholders. Also, having given consideration to the recommendation of the Nominating and Corporate Governance Committee, if any, the Board shall designate a Chair, provided that if the Board does not so designate a Chair the members of the Committee, by a majority vote, may designate a Chair. The Chair (or in the Chair’s absence, a member designated by the Chair) shall preside at all meetings of the Committee.

Committee members may be removed for any reason, by the affirmative vote of the majority of the Board at any time. Any Committee member may resign effective upon giving oral or written notice to the Chairperson of the Board, the Company’s corporate secretary, or the Board (unless the notice specifies a later time for the effectiveness of such resignation).

Each member of the Committee shall meet the independence standards set forth under the definition of “Independent Director” under Nasdaq Listing Rule 5605(a)(2) or as may be established from time to time by Nasdaq and the SEC and are applicable to the Committee, provided that any exemptions from the independence requirements set forth in such rules and

regulations shall also be applicable to members of the Committee. Each member of the Committee shall also meet any additional independence standards that may be established from time to time by the Board or the Nominating and Corporate Governance Committee. No member shall grant equity to an Executive Officer or director unless such member qualifies as a “non-employee director” as such term is defined in Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) or any successor provisions thereto.

The Committee shall meet periodically, as deemed necessary by the Chair. All meetings shall be held at the call of the Chair. Except as the Board may otherwise determine, the Committee may make rules for the conduct of its business, but unless otherwise provided by the Board or in such rules, the business of the Committee shall be conducted as nearly as possible in the same manner as is provided in the bylaws of the Company, including without limitation, that each member of the Committee shall have one vote on matters on which the Committee is requested to vote. The Committee shall meet periodically in executive session without the presence of management.

Formal action to be taken by the Committee shall be by unanimous written consent or by the affirmative vote of a majority of the Committee members present (in person or by telephone conference call) at a meeting at which a quorum is present. A quorum shall consist of at least a majority of the members of the Committee.

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board as certified and kept by the Secretary of the Company.

Delegation to Subcommittee

The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee or one or more other members of the Board when appropriate, as are provided in the resolutions of the Committee, except to the extent such delegation is limited by applicable law or listing standard. The actions of any such subcommittee shall be presented to the full Committee at the next scheduled Committee meeting.

Resources and Authority

The Committee shall have the resources and appropriate authority, without seeking the approval of the Board, to discharge its responsibilities. The Committee shall have the authority, in its sole discretion, to select, retain, or obtain the advice of, any adviser to assist it in the performance of its duties, including any outside compensation, legal, accounting, or other consultants or advisers (collectively, “**Advisers**”), but only after taking into consideration all factors relevant to any such Adviser’s independence from management including those specified in Nasdaq Listing Rule 5605(d)(3) and any other applicable Nasdaq listing standard or applicable law or regulation. The Committee shall be directly responsible for the appointment, compensation, oversight and termination of the work of any Adviser retained by the Committee and shall have sole authority to approve such Adviser’s fees and other terms and conditions of such Adviser’s retention. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company. The Committee shall ensure that any disclosure required by the rules and regulations of the SEC or Nasdaq related to the foregoing is included in the Company’s proxy statement. The Committee shall have the sole authority to

conduct investigations into any matters within the scope of its responsibilities. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee and other administrative expenses.

The Committee may request any director, officer, or employee of the Company, the Company's outside counsel, independent auditors, or such other persons as it deems appropriate to attend a meeting of the Committee or to meet with any members of, or consultants or Advisers to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The CEO shall not be present during, nor participate in, deliberations or voting in connection with any compensation matters related to the compensation of the CEO. The Committee shall have full access to all books, records, facilities, and personnel of the Company in connection with the discharge of its responsibilities.

Duties and Responsibilities

In addition to the foregoing, the following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight function. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation, or listing standard.

The Committee shall:

- Review and approve the corporate goals and objectives relevant to the compensation of the CEO and evaluate the performance of the CEO in light of such goals at least annually, and communicate the results to the Board.
- Review and approve the compensation levels for any Executive Officer (other than the CEO), including, as applicable, (i) base salary; (ii) bonus, (iii) all incentive awards and opportunities, including cash-based and equity-based awards and opportunities and long-term incentive and equity compensation; (iv) any employment and/or severance agreements and arrangements; (v) any change-in-control agreements or arrangements or change-in control provisions affecting any elements of benefits and compensation, including any severance payments or arrangements in connection therewith; and (vi) any other compensation, perquisites, and special or supplemental benefits for such individuals, including those who formerly served in that role.
- Make a recommendation to the Board for the compensation of the CEO, including, as applicable, (i) base salary; (ii) bonus; (iii) all incentive awards and opportunities; including cash-based and equity-based awards and opportunities and long-term incentive and equity compensation; (iv) any employment and/or severance agreements and arrangements; (v) any change-in-control agreements or arrangements or change-in control provisions affecting any elements of benefits and compensation, including any severance payments or arrangements in connection therewith; and (vi) any other compensation, perquisites, and special or supplemental benefits for such individuals.

- Establish all rules necessary or appropriate for implementing and conducting the Company's executive compensation plans approved by the Board, including any executive severance plans or agreements approved by the Board, and maintain sole discretionary authority to interpret provisions of the Company's executive compensation plans, including any executive severance plans or other compensation related agreements, but only to the extent (i) there is any reasonable ambiguity or lack of clarity beyond the plain meaning of the language set forth in such plans or agreements and (ii) for items, issues and concepts not specifically addressed therein.
- In consultation with the Company management, establish and modify the terms and conditions of employment of any Executive Officer (other than the CEO), by contract or otherwise.

Other Compensation

- Review annually, the compensation of and payment of any other fees to non-employee directors and recommend to the Board, changes in compensation for non-employee directors.
- Review annually and approve the Company's compensation and benefits strategy and budget to ensure it promotes stockholder interests and supports the Company's strategic and tactical objectives, and that it provides appropriate rewards and incentives for management and employees of the Company, including review of compensation-related risk management.
- In consultation with the CEO, establish guidelines for the review of the performance of, and the establishment of compensation policies for all other employees of the Company.
- Provide oversight of the Company's equity and annual cash bonus incentive compensation plans and practices and recommend changes in such plans and practices, provided that the responsibility for day-to-day administration thereof may be delegated to Company management and the Committee may delegate approval of awards to individual executives.
- The Committee may delegate to certain officers of the Company the determination of compensation for all employees of the Company who are not Executive Officers.
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- Provide general oversight of the Company's other employee benefit plans, including the Company's 401(k) plan, provided that the responsibility for day-to-day administration of the employee benefit plans and the investment of any assets, including the preparation and filing of all government reports and the preparation and delivery of all required employee materials and communications, will be the sole responsibility of Company personnel.

Equity Plans

- Make recommendations to the Board regarding the establishment of the Company’s equity-based incentive compensation plans. However, the Committee shall be responsible for the administration of such plans.
- Approve the grant and modification of equity awards (other than with respect to cash compensation or equity awards to the CEO and non-employee members of the Board, which shall be determined by the entire Board) not subject to stockholder approval under applicable listing standards.
- Provide oversight as to administration of the stock and other equity-based compensation plans of the Company in accordance with the terms of such plans and provide necessary approval in order to qualify the Company’s equity compensation plans for various exemptions that may be established by the SEC under Section 16 of the Exchange Act.
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- Determine, as applicable in connection with the Company’s equity plans, such matters as eligibility for participation; persons (other than the CEO and non-employee members of the Board, in which it will make recommendations to the Board) to receive awards; the amount, form, and other terms and conditions of awards; the form of agreements pertaining to such awards; the manner and form of deferral elections; or, when appropriate, the authorization of the Company’s purchase of its stock for allocation to the accounts of persons to whom awards have been made under such plans.

SEC and Compliance Matters

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- If and when applicable to the Company, review and discuss with management the Company’s Compensation Disclosure and Analysis (“**CD&A**”), and based on that review and discussion, recommend to the Board whether the Company’s CD&A should be included in the Company’s annual proxy statement or annual report on Form 10-K.
- Prepare the Compensation Committee report as required by rules of the SEC for inclusion in the Company’s annual proxy statement and annual report on Form 10-K filed with the SEC. If and when applicable to the Company, review and recommend to the Board for approval the frequency with which the Company will conduct a stockholder advisory vote to approve the compensation of the Company’s named executive officers (“**Say on Pay Vote**”), taking into account the results of the most recent stockholder vote on the 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 to be included in the Company’s proxy statement. If and when applicable to the Company, evaluate Say on Pay Vote outcomes and other stockholder input on executive compensation pay programs as part of the Committee’s ongoing assessment of executive compensation programs and policies.
- Oversee the Company’s compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive

compensation, the frequency of such votes, and the requirement under the Nasdaq rules that, with limited exception, stockholders approve equity compensation plans.

- Based upon its review and discussion with management, recommend to the Board whether the disclosures regarding executive compensation should be included in the Company's proxy statement, Form 8-K, Form 10-K or other information statement, as applicable, and instruct management to prepare the related report required by the rules of the Securities and Exchange Commission.
- Review and make recommendations to the Board regarding stockholder proposals related to compensation matters.
- Monitor the Company's compliance with applicable laws, regulations and rules relating to compensation arrangements.

Human Capital Management including Diversity, Equity, and Inclusion Efforts

- Oversee the development and implementation of the Company's human capital management, including those policies and strategies regarding recruiting, retention, career development, opportunity, and advancement, and succession, diversity, equity, inclusion, and employment practices.
- Review and monitor the Company's diversity, equity, and inclusion philosophy, commitment, and results.
- Discuss with management, as appropriate, their reports regarding the development, implementation and effectiveness of the Company's policies relating to human capital management.
- Review with management the results of employee surveys and action plans to improve the overall engagement of employees.

Other Duties and Responsibilities

- Review and discuss with management the risks associated with the Company's compensation policies.
- Review and evaluate annually the compensation practices, policies, plans and arrangements for the Company's executive officers and employees to ensure that such practices, policies, plans and arrangements do not encourage unnecessary and excessive risk and are not likely to have a material adverse effect on the Company.
- Identify and assess the compensation arrangements for the executive officers and employees of the Company which are reasonably likely to have a material adverse effect on the Company and recommend and advise the Board on the actions necessary to limit the risks resulting from such compensation arrangements

- Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board;
- Conduct an annual evaluation assessing the Committee's performance with respect to its duties and responsibilities set forth in this Charter, which evaluation shall be reported to the Board. This self-assessment shall be conducted in such manner as the Committee deems appropriate.
- Make regular reports on the major activities of the Committee to the Board;
- Perform any other activities consistent with this Charter, the Company's bylaws (as the same may be amended from time to time) and governing law, as the Committee or the Board deems necessary or appropriate.

Exhibit A

Direct Reports of the CEO

Any employee at the level of senior vice president or higher