

YD BIO LIMITED
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
(Adopted as of March 24, 2026)

The Board of Directors (the “Board”) of YD Bio Limited, (the “Company”), has established the Compensation Committee of the Board (the “Committee”) with the authority, responsibility, and specific duties as described in this Charter of the Compensation Committee (the “Charter”).

Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to (i) review, oversight, and determination of executive compensation, consistent with the Company’s pay-for-performance philosophy and shareholder interests, (ii) oversee director compensation and ensure alignment with market practices and governance best practices, and (iii) act on specific matters within its delegated authority, as determined by the Board from time to time.

Membership

The members of the Committee (each, a “Member”) shall be appointed by the Board and shall consist of at least three members of the Board. Each Member shall (i) be an “independent director” as defined in NASDAQ Listing Rule 5605(a)(2), (ii) meet the independence requirements of Rule 10C-1(b)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (iii) meet the requirements for a “Non-Employee Director” contained in Rule 16b-3 under the Exchange Act. Specifically, the Board shall affirmatively determine the independence of all Members, considering all factors specifically relevant to determining whether a director has any relationship to the Company that is material to that director’s ability to be independent from management in connection with the duties of a Member, including, but not limited to, the source of the director’s compensation and the director’s affiliation with the Company.

The Members shall be appointed by the Board based on recommendations from the nominating and corporate governance committee of the Board. The Members shall serve for such term or terms as the Board may determine or until his or her earlier resignation or death. The Board may remove any Member from the Committee at any time with or without cause.

Duties and Responsibilities

The following duties and responsibilities are within the direct and sole authority of the Committee and shall include, consistent with and subject to applicable law and rules and regulations promulgated by the Securities and Exchange Commission (“SEC”), NASDAQ or any other applicable regulatory authority:

1. To annually review and approve the Company’s overall compensation philosophy and related compensation and benefit programs, policies and practices. Review to include but not limited to (i) assessment of potential risk to the Company from its compensation

program and policies, and (ii) review of the Company's compensation policies and practices to ensure they do not encourage excessive risk-taking and to recommend policies that promote long-term value creation.

2. To annually review and approve the Company's peer companies and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements, and compensation practices.
3. To annually review and recommend for approval by the Board the short and long-term corporate goals and objectives applicable to the compensation of the Company's Chief Executive Officer ("CEO"), evaluate the CEO's performance within the context of those goals and objectives, and recommend the CEO's compensation level based on this evaluation. The CEO evaluation shall incorporate both financial performance and non-financial factors, including leadership, culture, risk management, and ESG considerations, consistent with National Association of Corporate Directors ("NACD") guidance.
4. To annually review and recommend for approval by the Board the compensation of all other executive officers, considering market benchmarks and shareholder advisory votes on compensation ("Say on Pay").
5. To review, approve, and where appropriate recommend to the Board for approval incentive compensation and equity plans, including adoption, amendment, or termination, subject to stockholder approval where required. The Committee shall oversee administration of clawback policies in accordance with NASDAQ listing standards and SEC rules.
6. To review and discuss with management the Compensation Discussion and Analysis ("CD&A") when required, recommend its inclusion in applicable filings, and prepare the annual Compensation Committee Report.
7. To review and approve employment and severance arrangements, including change-in-control provisions, for the CEO and executive officers.
8. To oversee succession planning for the CEO and executive officers.
9. To recommend to the Board the frequency of Say on Pay Votes and review stockholder feedback on compensation matters.
10. To review and recommend to the Board director compensation for service on the Board and committees, considering independence, market competitiveness, and alignment with shareholder interests.

Meetings and Procedures

The Committee shall meet at the request of the Chairman, two or more Members, or the Chairman of the Board, and shall meet as often as circumstances dictate, but in any event at least four times

per year. Meetings of the Committee may be in person, by conference call or video or by unanimous written consent. Meetings of the Committee will be held at such time and place, and upon such notice, as the Chairman may from time to time determine. The Committee shall meet in executive session regularly without management present.

A majority of the Members shall constitute a quorum. The Committee will act on the affirmative vote of a majority of Members present at a meeting in which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting. In the absence of the Chairman during any Committee meeting, the Committee may designate a chairman pro tempore.

The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee will maintain minutes of its meetings, which shall be kept in the books and records of the Company.

The Committee may invite any consultant, outside legal counsel, member of the Board, officer or employee of the Company to attend meetings of the Committee as the Chairman considers appropriate; provided, however, that the CEO and any other officers of the Company may not be present during the portion of the meetings at which their compensation is determined. Those in attendance may observe meetings of the Committee but may not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event are not entitled to vote.

Subject to the Company's Corporate Governance Guidelines and other policies, Members will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Members.

Delegation of Authority

The Committee may delegate its responsibilities to subcommittees or the Chair as appropriate and subject to applicable law, rules, regulations and NASDAQ listing standards provided that significant decisions regarding CEO or executive officer compensation shall not be delegated.

Outside Advisors

The Committee shall have sole authority to retain and oversee compensation consultants, outside legal counsel, and other advisors, including approval of their compensation and terms of engagement.

The Committee may select advisors only after considering factors relevant to independence, as required by NASDAQ and SEC rules, including conflicts of interest. With regard to any compensation consultant or other advisors, whether or not identified or to be identified in the Company's proxy statement, the Committee's responsibilities shall include reviewing whether the retention of such consultant or advisor, or work performed or to be performed by such consultant or advisor raises any conflict of interest and, if so, to determine how to address such conflict of interest.

The Committee shall disclose in the Company's proxy statement its use of compensation consultants, including any conflicts of interest considered.

The Company must provide for appropriate funding, as determined by the Committee for the payment of reasonable fees to any such consultant, legal counsel and other advisors retained by the Committee.

Performance Evaluation

The Committee shall conduct an annual evaluation of the adequacy of this Charter, and its own performance in the fulfillment of responsibilities under the Charter and recommend any changes to the Board for approval.

Posting Requirement

The Company will make this Charter available on or through the Company's website as required by applicable rules and regulations. In addition, the Company will disclose in its proxy statement for its annual meeting of stockholders or in its Annual Report on Form 20-F, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.

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While the Members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Members, except to the extent otherwise provided under applicable federal or the laws of the Cayman Islands. Further, nothing in this Charter is intended to preclude or impair the protection to which the Members are entitled under applicable law or the Company's Second Amended and Restated Memorandum and Articles of Association for good faith reliance on reports or other information provided by others.