

## **CELLEBRITE DI LTD.**

### **COMPENSATION COMMITTEE CHARTER**

The board of directors (the “Board”) of Cellebrite DI Ltd. (the “Company”) has constituted and established a compensation committee (the “Committee”) with the authority, responsibility and duties as described in this Compensation Committee Charter (this “Charter”).

This Charter does not derogate from nor supersede, and instead will be read in conjunction with, the terms set forth in the Company’s Compensation Policy for Office Holders (the “Compensation Policy”), which was adopted on August 5<sup>th</sup>, 2021 in accordance with the requirements set forth under the Israeli Companies Law, 5759-1999, and the regulations promulgated thereunder, as may be amended from time to time (the “Companies Law”). If any term of this Charter contradicts the requirements under the Companies Law relating to the Compensation Policy, or the Compensation Policy itself, then the terms of the Companies Law and the Compensation Policy, as applicable, will prevail.

#### **I. Purpose**

The purpose of the Compensation Committee (the “Committee”) is to oversee (i) the discharge of the responsibilities of the Board relating to compensation of the Company’s (a) Board members, (b) Chief Executive Officer, (c) “office holders,” as such term is defined under the Companies Law and (d) “executive officers” as defined by the rules of the Nasdaq Stock Market LLC (“Nasdaq”), and (ii) the administration of the Company’s equity incentive plans.

#### **II. Composition**

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of Nasdaq, except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws, including the requirements of the Companies Law with respect to external directors, as applicable. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership, subject to the requirements of the Companies Law with respect to external directors, as applicable.

#### **III. Meetings, Procedures and Authority**

The Committee will meet as often as necessary to carry out its responsibilities, but no less than once every fiscal year. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Companies Law and the Company’s Amended and Restated Articles of Association, as in effect from time to time (the “Articles of Association”). The presence (in person or via telephone or other means of remote communication, in each case as long as all persons participating in the meeting can hear each other and participate in the discussion) of a majority of the members of the Committee shall constitute a quorum for the transaction of business at a meeting of the Committee, and the act of a majority of those present at any meeting at which there is a

quorum and who are entitled to vote on the matter shall be the act of the Committee. The Committee may also act in a unanimous written consent in lieu of a meeting of the then-serving members of the Committee.

The Committee shall have the authority, in its sole discretion, without Board approval and at the Company's expense (which shall be funded appropriately by the Company), to retain, oversee the work of, and subsequently terminate independent, outside legal counsel, compensation consultants and other experts and consultants or other advisers to assist the Committee in connection with its responsibilities, and to approve such advisers' compensation and other retention terms, while taking into consideration the applicable factors under Nasdaq rules. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Articles of Association, the Companies Law and applicable Nasdaq rules.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration, all reasonable factors relevant to that person's independence from the Company's management, including the following factors under the rules of Nasdaq:

4.1. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;

4.2. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;

4.3. The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

4.4. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;

4.5. Any ordinary shares of the Company owned by the compensation consultant, legal counsel or other adviser; and

4.6. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

However, none of the above criteria need be considered by the Committee in retaining an adviser which only (i) consults on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees of the Company; or (ii) provides information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

For the avoidance of doubt, although the Committee must consider the foregoing factors before selecting, or receiving advice from a compensation consultant, legal counsel or other adviser, such advisor is not required to be independent. The Committee may select, or receive advice from, any adviser it prefers, including ones that are not independent, after considering the foregoing.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. Duties and Responsibilities**

1. *Compensation Plans and Policies.* The Committee shall approve and recommend to the Board for its approval a Compensation Policy in accordance with the requirements of the Companies Law as well as recommend to the Board for its approval other compensation policies, incentive-based compensation plans and equity-based compensation plans, as applicable, including a claw-back policy (as contemplated pursuant to Rule 10D-1 under the Securities and Exchange Act of 1934, as amended, which directs national securities exchanges, including Nasdaq, to establish listing standards for purposed of complying with Rule 10D-1) (collectively, the “Compensation Plans and Policies”) and oversee the development and implementation of the Compensation Plans and Policies in light of all relevant circumstances and recommend to the Board any amendments or modifications to the Compensation Plans and Policies that the Committee deems appropriate, including as required under the Companies Law.

2. *Chief Executive Officer and Other Executive Officer Compensation.* The Committee will establish annual goals and objectives for the Company’s Chief Executive Officer and the other executive officers, which shall be reviewed at least annually, and assist the Board in discharging its responsibilities relating to (i) the compensation of the Company’s Chief Executive Officer and other executive officers and (ii) the overall Company’s compensation programs. The Chief Executive Officer or any other executive officer may not be present during voting or deliberations on his or her compensation.

3. *Director Compensation; Other.* The Committee will periodically review and make recommendations to the Board regarding director compensation, as well as director’s and officer’s indemnification and insurance matters.

4. *Certain Transactions.* The Committee will approve transactions regarding office holders’ compensation pursuant to Sections 272, 273, and 275 of the Companies Law and exempt a transaction with the Company’s chief executive officer from the approval of the general meeting of the Company’s shareholders pursuant to Section 272(C1)(3) of the Companies Law.

5. *Incentive and Equity Compensation.* The Committee will administer the Company’s equity-based compensation plans, including without limitation to approve the adoption of such plans, amend and interpret such plans and the awards and agreements issued pursuant thereto, and make awards to eligible persons under the plans and determine the terms of such awards. The Committee will also monitor compliance by executive officers with the rules and guidelines of the Company’s equity-based plans.

6. *Retirement and Other Plans.* The Committee will review and monitor any employee retirement, profit sharing and benefit plans.

7. *Regulatory.* The Committee will review the Company's regulatory compliance with respect to compensation matters, including ensuring that reasonable efforts are made to structure compensation programs to preserve tax deductibility.

8. *Reporting Requirements.* The Committee will oversee compliance with the compensation reporting requirements of the United States Securities and Exchange Commission and the Companies Law to the extent applicable.

9. *Other Responsibilities.* The Committee will perform such activities and functions as are required by applicable law, stock exchange rules or provisions in the Company's Amended and Restated Articles of Association, Compensation Plans and Policies and this Charter, or as are otherwise necessary and advisable, in its or the Board's discretion, for the efficient discharge of its duties.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

## **VI. Reporting**

The Committee will apprise the Board regularly of its decisions and recommendations and of significant developments in the course of performing the above responsibilities and duties.

## **VII. Review**

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. In addition, the Committee shall periodically review its own performance.

## **VIII. Minutes**

The Committee will maintain written minutes of its meetings.

## **IX. Interpretation; Definitions**

To the extent any of the provisions included herein is a description or summary of any applicable law or is intended to recite the provisions of any applicable law, then in the event of any inconsistency, contradiction or any other conflict between the provisions herein and the provisions of such applicable law, then the provisions of such applicable law shall prevail. In the event that any such provision of applicable law is amended to include any relief or exclusion,

then, such relief and exclusions shall be deemed to constitute an integral part of this charter, whether or not a conflict, inconsistency or contradiction arises.

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Adopted: November 13, 2023