

**HOLLEY INC.**  
**COMPENSATION AND TALENT COMMITTEE**  
**CHARTER**

1. Members. The Board of Directors (the “Board”) of Holley Inc. (the “Company”) appoints a Compensation and Talent Committee of at least three members, consisting entirely of independent directors, and designates one member as chairperson. For purposes hereof, an “independent” director is a director who meets the New York Stock Exchange (“NYSE”) standards of “independence” for directors and compensation committee members, as determined by the Board. Additionally, at least two members of the Compensation and Talent Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934. A subsequent determination that any member of the Compensation and Talent Committee does not qualify as a “non-employee director” will not invalidate any previous actions by the Compensation and Talent Committee, except to the extent required by law or determined appropriate to satisfy regulatory standards. Members of the Compensation and Talent Committee shall be removed by the Board.

2. Purpose, Duties, and Responsibilities. The purpose of the Compensation and Talent Committee is to assist the Board in discharging its responsibilities relating to the compensation of the Company’s executive officers and directors. Among its specific duties and responsibilities, the Compensation and Talent Committee will:

- (a) Oversee the Company’s overall compensation philosophy, policies and programs, and assess whether the Company’s compensation philosophy establishes appropriate incentives for management and employees.
- (b) Review and assess the results of the Company’s most recent advisory vote on executive compensation.
- (c) Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”), evaluate the CEO’s performance in light of those goals and objectives, approve the grant of equity awards to the CEO, and recommend to the independent directors the CEO’s compensation level based on this evaluation.
- (d) Oversee the evaluation of other executive officers and recommend to the Board the compensation of other executive officers based upon the recommendation of the CEO.
- (e) Approve the terms and grant of equity awards.
- (f) Administer and make recommendations to the Board with respect to the Company’s incentive compensation and equity-based compensation plans that are subject to Board approval.
- (g) Review and approve the design of other benefit plans pertaining to executive officers.
- (h) Approve, and amend or modify, the terms of other compensation and benefit plans as appropriate.
- (i) Review and recommend to the Board employment and severance arrangements for executive officers, including employment agreements and change-in-control provisions, plans or agreements.

- (j) Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that Securities and Exchange Commission ("SEC") rules require be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and oversee the preparation of any compensation committee report required by SEC rules for inclusion in the Company's annual report and proxy statement.
- (k) Annually review compliance by executive officers and directors with the Company's stock ownership requirements.
- (l) Annually review the form and amount of compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board as appropriate.
- (m) Oversee succession planning for positions held by executive officers, and review succession planning and management development at least annually with the Board, including recommendations and evaluations of potential successors to fill these positions.
- (n) Oversee the assessment of the Company's executive compensation policies, programs and arrangements, including incentive plans, to ensure they do not encourage unnecessary and excessive risk-taking, and report to the Board on the results of this assessment.
- (o) At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.
- (p) Oversee the Company's engagement efforts with stockholders on the subject of executive compensation.
- (q) Oversee the administration of the Company's clawback policy, and review and recommend changes in the policy to the Board from time to time as appropriate.
- (r) Oversee the Company's strategies and policies related to human capital management, including with respect to matters such as talent development and retention, workplace environment and culture and diversity and inclusion.
- (s) Annually evaluate the performance of the Compensation and Talent Committee and the adequacy of the Compensation and Talent Committee's charter.

3. Subcommittees. The Compensation and Talent Committee may delegate its duties and responsibilities to one or more subcommittees, consisting of not less than two members of the Compensation and Talent Committee, as it determines appropriate and to the extent consistent with applicable law.

4. Outside advisers. The Compensation and Talent Committee will have the authority, in its sole discretion, to retain, obtain or terminate any consultant, independent legal counsel, expert, or other adviser as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist in the evaluation of director, CEO or executive compensation. The Compensation and Talent Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel, experts and other advisers retained or obtained by the Compensation and Talent Committee, and will receive appropriate funding, as determined by the Compensation and Talent Committee, from the Company for payment of compensation to any such

advisers. The Compensation and Talent Committee will assess the independence of consultants, outside counsel, experts and other advisers (whether retained or obtained by the Compensation and Talent Committee or management) that provide advice to the Compensation and Talent Committee, prior to selecting or receiving advice from them, in accordance with NYSE listing standards or the SEC, as applicable.

5. Meetings. The Compensation and Talent Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places as the Compensation and Talent Committee or its chairperson determines. A majority of the members of the Compensation and Talent Committee constitutes a quorum. The Compensation and Talent Committee will report regularly to the full Board with respect to its activities.

*Amended: August 8, 2023.*