

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF TWFG, INC.**

**I. PURPOSES**

The Compensation Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of TWFG, Inc. (the “*Company*”) for the purposes of (i) making recommendations to the Board with respect to the compensation of the Company’s chief executive officer (the “*CEO*”) and other executive officers and (ii) when the Company becomes subject to, or otherwise determines to comply with, the SEC disclosure requirements regarding Compensation Discussion and Analysis, reviewing the disclosures in Compensation Discussion and Analysis and producing an annual compensation committee report for inclusion in the Company’s annual report on Form 10-K or proxy statement. At the time of adoption of this Committee Charter (this “*Charter*”), the Company is a “controlled company” under the applicable rules and regulations of the Nasdaq Stock Market. If the Company ceases to be a controlled company, the Board will revise this Charter so that it complies with all rules and regulations of the Nasdaq Stock Market applicable to companies that are not controlled companies.

**II. RESPONSIBILITIES**

In addition to such other duties as the Board may from time to time assign, the Committee shall:

- Review and make recommendations to the Board regarding the compensation of the CEO and other executive officers. The CEO may not be present during voting or deliberations on his compensation.
- When the Company becomes subject to, or otherwise determines to comply with, the Securities and Exchange Commission (“*SEC*”) disclosure requirements regarding Compensation Discussion and Analysis, review and discuss with management the Compensation Discussion and Analysis and recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company’s annual report on Form 10-K or proxy statement for the annual meeting of stockholders.
- When the Company becomes subject to, or otherwise determines to comply with, the SEC requirement regarding a compensation committee report prepare an annual compensation committee report for inclusion in the Company’s annual report on Form 10-K or proxy statement for the annual meeting of stockholders in accordance with the applicable rules of the SEC.
- When the Company becomes subject to, or otherwise determines to comply with, the SEC requirement to have a stockholder advisory vote on executive compensation, consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), when determining compensation policies and making decisions on executive compensation.

- Conduct an annual performance evaluation of the Committee.
- Review and reassess the adequacy of this Committee Charter (this “*Charter*”) on an annual basis and recommend any proposed changes to the Board for approval.
- In consultation with senior management, establish the Company’s general compensation philosophy and objectives.
- At least annually, review the peer companies used for compensation comparisons.
- Periodically, and as and when appropriate, review and make recommendations to the Board regarding (i) any employment agreements and severance arrangements, (ii) any change-in-control agreements and change-in-control provisions affecting any element of compensation and benefits and (iii) any special or supplemental compensation and benefits applicable to the CEO and the Company’s other executive officers and individuals who formerly served as executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
- Review and make recommendations to the Board and, where appropriate or required, the stockholders of the Company, regarding the Company’s incentive compensation and equity-based plans.
- Administer the Company’s equity-based compensation plans, including the grant of awards under such plans.
- Review and make recommendations to the Board regarding compensation plans, policies and benefit programs for employees generally.
- Oversee the risk assessment of the Company’s compensation arrangements applicable to the Company’s executive officers and other employees and review and discuss at least annually the relationship between risk management policies and practices and compensation.
- When the Company becomes subject to, or otherwise determines to comply with, the SEC requirements to have stockholder advisory votes on executive compensation and golden parachutes, advise the Board regarding the stockholder advisory votes that are required by applicable SEC rules on executive compensation and golden parachutes, including the frequency of such votes.
- Review and approve any additional services to be performed for the Company or its affiliates by a compensation consultant or its affiliates during a fiscal year in which the Committee has retained such compensation consultant to provide advice or recommendations on the form or amount of executive and director compensation.

- Develop and periodically review and approve the terms of the Company’s “clawback” or similar policy, allowing the Company to recoup any compensation deemed to have been unduly paid to current or former executive officers.
- Oversee stockholder engagement on executive compensation matters.
- Determine stock ownership guidelines for the CEO and other executive officers and directors and monitor compliance with such guidelines.
- Review and make recommendations to the Board regarding director compensation.
- Develop and periodically review a succession plan for the CEO and senior management.

### **III. COMPOSITION**

The Committee shall be comprised of two or more members (including a Chairperson). In addition, at least two Committee members shall be “non-employee director” as defined by Rule 16b-3 under the Exchange Act (with each member’s status in reference to Item 404(a) of Regulation S-K being determined pursuant to Note (4) to Rule 16b-3). The members of the Committee and the Chairperson shall be appointed by the Board and serve at the pleasure of the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board. The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member or members at any meetings of the Committee.

### **IV. MEETINGS AND OPERATIONS**

The Committee shall meet as often as it determines necessary, but at least four times each year, to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairperson and shall be governed by the same rules regarding notice of meetings and waiver of notice as are applicable to the Board. The Committee may meet by telephone conference call or by any other means permitted by law or the Company’s Bylaws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Subject to the Company’s Bylaws, the Committee may act by unanimous written consent of all members in lieu of a meeting. The Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Secretary of the Company shall be the Secretary of the Committee unless the Committee designates otherwise. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee may ask members of management, employees, outside counsel or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request.

The Committee shall have authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate and in the best interests of the Company.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments, and reporting the Committee's actions to the Board from time to time (but at least once each year) as requested by the Board.

## **V. AUTHORITY**

The Committee has the authority, in its sole discretion, to retain or obtain the advice of one or more compensation consultants, outside counsel and other advisers as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultants, outside counsel and other advisers. Nothing herein requires a compensation consultant, legal counsel or other adviser to be independent. However, the Committee must consider the enumerated independence factors set forth in Rule 10C-1(b)(4) under the Exchange Act and Nasdaq Rule 5605(d)(3)(D) before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other adviser it prefers, including ones that are not independent, after considering the six independence factors outlined in in Rule 10C-1(b)(4) under the Exchange Act and Nasdaq Rule 5605(d)(3)(D). The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, outside counsel or any other adviser retained by the Committee.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

Adopted by the Compensation Committee and approved by the Board of Directors on July 18, 2024.