CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF PASQAL HOLDING SA
(Adopted and approved on August 27, 2026)

1. Purpose

1.1 The purpose of the Compensation Committee (the "***Committee***") of the Board of Directors (the "***Board***") of Pasqal Holding SA (the "***Company***") is to assist the Board (i) by reviewing, and making recommendations to the Board regarding the Company's compensation philosophy and the compensation of the Company's Chief Executive Officer ("***CEO***"), other executive officers, directors, and other personnel as may be determined by the Board, (ii) in fulfilling the Board's oversight responsibilities with respect to the Company's overall compensation policies, plans and programs and human capital management function, and (iii) in preparing, reviewing and discussing with management the Company's compensation disclosures in offering materials and reports and registration statements to be filed by the Company with the U.S. Securities and Exchange Commission (the "***SEC***") or any other applicable regulator.

1.2 The compensation programs for the Company's executive officers shall (i) be designed to attract, motivate and retain talented executives responsible for the success of the Company, (ii) be determined within a competitive framework, (iii) factor in the achievement of the Company's overall financial results, individual contributions and compensation philosophy of "pay for performance" and (iv) align the interests of the executive officers with the long-term interests of the Company's shareholders, thereby incentivizing management to increase shareholder value.

1.3 The Board and management shall ensure that the Committee has adequate funding and other resources and authority to discharge its responsibilities as determined by the Committee.

1.4 The operation of the Committee shall be subject to this charter, the Company's articles of association (the "***Articles***"), the Internal Regulations of the Board, French law, U.S. securities law, the rules of the exchange upon which the Company's securities are listed for trading, and any other applicable law, each as may be amended from time to time.

2. Membership & Organization

2.1 The Committee shall consist of at least three (3) members of the Board. The members of the Committee shall meet the (i) independence requirements of the exchange upon which the Company's securities are listed for trading and the rules of the SEC, and (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 (“***Section 16***”) of the Securities Exchange Act of 1934, as amended (the “***Exchange Act***”), in each case to the extent applicable.

2.2 The members of the Committee and the chair of the Committee (the “***Chair***”) will be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and will serve at the discretion of the Board and may be replaced by the Board at any time or for any reason.

3. Responsibilities

In addition to such other responsibilities as may be delegated to the Committee from time-to-time by the Board, the Committee shall:

3.1 Make recommendations to the Board regarding the compensation of the CEO and, as applicable, the Chairperson and Chief Financial Officer, and, in consultation with the CEO, review and make recommendations to the Board regarding the compensation of the other executive officers, in each case based on an evaluation of their performance and expected future contributions;

3.2 Review annual and long-term performance goals and objectives for the CEO and, in consultation with the CEO, review the goals and objectives for the other executive officers;

3.3 Establish the evaluation process and evaluate the performance of the CEO, with input from the non-employee directors and, in consultation with the CEO, review and evaluate the performance of the other executive officers, in light of the goals and objectives established for them;

3.4 Review employment agreements, offers of employment and other elements of compensation and benefits (other than ordinary health, welfare and retirement benefits provided broadly to employees) provided to the CEO and other executive officers and make recommendations to the Board;

3.5 Review severance or termination arrangements or plans for the CEO and other executive officers, including in the event of a change in control, and make recommendations to the Board, subject to the requirements set forth in the Internal Regulations of the Board;

3.6 Administer the Company’s cash and equity-based incentive plans that are shareholder-approved and/or where participants include executive officers and directors, in each case, to the extent provided under those plans and subject to applicable law and any required Board or shareholder authorization;

3.7 Review and certify achievement with respect to cash or equity awards under corporate performance-based plans;

3.8 Review and discuss with management the Company's overall aggregate equity usage/budget relative to the market;

3.9 Provide oversight of the Company's overall compensation and incentive plans and benefits programs, and recommend improvements or changes to such plans and programs or recommend new plans and programs when appropriate;

3.10 Review on a periodic basis and make recommendations to the Board as to the compensation payable by the Company to non-employee directors in connection with their service on the Board and/or any committees of the Board, in conjunction with any other committee as required by the Internal Regulations of the Board;

3.11 Review and approve the selection of the Company's peer companies for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate positioning of the levels and mix of compensation elements;

3.12 Receive and review, at least annually, a report from senior management or an independent compensation consultant regarding the status of the Company's director compensation relative to peer companies, including consideration of director independence, employee status, and direct and indirect forms of compensation paid or provided to the Company's directors.

3.13 For so long as the Company is subject to the periodic reporting requirements of the Exchange Act, when applicable, review and discuss with management the Company's "Compensation Discussion and Analysis" or "Executive Compensation" or similar section to be included in the Company's annual or periodic report, proxy statement, in any registration statement or other document to be filed by the Company with the SEC (or other regulatory body) or in any other offering materials, and prepare and review any reports of the Committee required by the rules and regulations of the SEC to be included in any reports filed by the Company with the SEC (or other regulatory body);

3.14 Review with management the Company's major compensation-related risk exposures and the steps management has taken to monitor and control such exposures, and assess whether the Company's compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company;

3.15 Oversee a long-term program for effective senior leadership development and succession of senior leadership, as well as develop short-term contingency plans for interim succession of senior leaders in the event of an unexpected occurrence; it being understood that the Nominating and Corporate Governance Committee shall be responsible for CEO succession planning;

3.16 Oversee and review the Company's programs, practices, relevant risks and opportunities, measures, objectives and performance relating to human capital management matters and related disclosure as they relate to the Company's workforce generally, including, but not limited to, those policies and strategies regarding recruiting, selection, retention, career development and progression, corporate culture, diversity, equity, inclusion, human health and safety, and employment practices; and make recommendations to the Board with respect to the integration of such matters into the Company's business strategy and operations when appropriate, to the extent not specifically delegated to other committees;

3.17 Recommend to the Board, in conjunction with the Nominating and Corporate Governance Committee, stock ownership guidelines for executive officers and non-employee directors and monitor compliance with such guidelines;

3.18 Administer the Company's executive compensation recovery policy to the extent provided under such policy; and periodically review and assess the adequacy of such policy and recommend any proposed changes to the Board for approval;

3.19 Annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval; and

3.20 Annually review its own performance against the responsibilities outlined in this charter and as otherwise established by the Board.

The CEO will not be present for the voting or deliberations by the Committee on the CEO's compensation.

4. Authority

The authority granted to the Committee under this section is exercised pursuant to the Board's approval of this charter and, in accordance with French law and the Internal Regulations of the Board, remains at all times subject to the Board's ultimate decision-making authority and may be revoked or modified by the Board.

The Committee shall have:

4.1 the authority to form, and delegate authority to, one (1) or more subcommittees consisting of one (1) or more Committee members, which subcommittee(s) shall have the responsibilities and authority delegated to them, including, if so designated, the full responsibility and authority of the Committee with respect to delegated matters, unless otherwise prohibited by applicable laws or listing standards;

4.2 the authority to obtain advice, reports or opinions from internal or external counsel and other expert advisors at the Company's expense; and

4.3 the sole authority to retain and terminate any compensation consultant, legal counsel or other advisor to assist in the evaluation of CEO or executive officer compensation, in each case at the Company's expense; and

4.4 the sole authority to approve the fees and other retention terms of consultants, legal counsel or other advisors engaged by the Committee.

In selecting advisors, the Committee shall take into account the independence requirements established by law, rule, regulation or order, including, without limitation, the independence requirements of the exchange upon which the Company's securities are listed for trading.

5. Meetings & Minutes

The Committee shall meet at least four (4) times per year and will also hold such regular or special meetings as its members shall deem necessary or appropriate, in response to the needs of the Board and as necessary to fulfill its responsibilities. The Chair, in consultation with the other members of the Committee, will set the dates, times and places of such meetings. The Chair may call, or request the Secretary of the Board to convene, meetings of the Committee by notice in accordance with the Internal Regulations of the Board. A majority of the total number of then-serving members of the Committee shall constitute a quorum for the transaction of business at Committee meetings. The approval of a majority of such quorum shall constitute a valid act or recommendation of the Committee at a duly held Committee meeting. The Committee may also act by unanimous written consent of the then-serving members of the Committee.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

6. Reports

The Committee will make regular reports to the Board related to its activities.

7. Compensation

Members of the Committee shall receive such compensation, if any, for their service as Committee members as determined by the Board, within the aggregate amount of remuneration approved at the shareholders' annual ordinary general meeting in accordance with French law. Such compensation may include retainers or per meeting fees and, where permitted by applicable law and any required shareholder authorization, equity awards. Fees or other compensation may be paid in such form of consideration as is determined by the Board, subject to applicable law and the Articles.

8. Website Posting

The Committee's charter shall be made available on the Company's website.