Adopted: May 5, 2026

OCTAVE INTELLIGENCE PLC
COMPENSATION COMMITTEE CHARTER

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Octave Intelligence plc (together with its direct and indirect subsidiaries, the "Company") shall review this Charter on an annual basis and recommend any proposed changes to the Board for approval.

1. COMPOSITION

The Committee shall be composed of at least three members of the Board who meet the independence requirements under applicable law and listing standards.

The members of the Committee shall be appointed and may be removed by the Board at any time. The Committee's chairperson shall be designated by the Board or, if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee. The Committee may form and delegate authority to subcommittees when appropriate provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements.

2. MEETINGS

The Committee will establish its own schedule of meetings. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. A majority of the members of the Committee shall constitute a quorum, and the act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the articles of association and applicable law. Committee actions may be taken by unanimous written resolution. Written minutes of the Committee meetings shall be maintained.

3. PURPOSE

The Committee shall discharge the Board's responsibilities relating to compensation of the Company's executives as set forth below. The Committee has overall responsibility for approving and evaluating the Company's executive compensation plans, policies and programs, taking into account factors it deems appropriate from time to time, including strategic considerations, the degree of risk to the Company and its businesses that those plans, policies and programs may imply, and the results of non-binding shareowner votes with respect to such matters. The Committee shall also oversee matters relating to management development and succession.

4. RESPONSIBILITIES

The Committee shall:

1. Review and approve the corporate goals and objectives relevant to compensation of the Company's Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of those goals and objectives and, together with the other independent directors determine and approve the CEO's compensation level based on this evaluation, including the annual salary and other remuneration (including incentive compensation plans and equity-based plans). The CEO may not be present during any voting or deliberations of the Committee regarding the CEO's compensation.

2. Review and approve the individual goals and objectives of the other executive officers of the Company. Review and set the annual salary and other remuneration (including incentive compensation plans and equity-based plans) of the other executive officers of the Company.

3. Review and approve actions proposed to be taken under the Company's incentive compensation plans and equity-based plans, including the granting of awards and the approval of any performance objectives and metrics to be used in calculating awards under such plans, subject to the terms of such plans and any express delegations of authority from the Board. Administrative functions may be delegated to management, as appropriate.

4. Review the management development program, including executive succession plans of the Company.

5. Review and approve the group of companies used for purposes of conducting competitive compensation comparisons for the Company's executive officers, and monitor the Company's executive compensation program relative to this group.

6. Review or take such action in connection with the bonus, stock and other benefit plans for executive officers of the Company and its subsidiaries, as may be provided in any such plans or deemed appropriate by the Board.

7. Review and make recommendations to the Board that it approve any employment agreement or compensatory arrangement, including severance terms and conditions, with an executive officer of the Company and other executives who may be designated by the Committee from time to time.

8. Oversee and make recommendations to the Board that it approve the Company's clawback policy for the Company's executive officers, including compliance with such policies.

9. Periodically review establish policies concerning perquisite benefits provided to executive officers of the Company.

10. Review and discuss with management any compensation discussion and analysis disclosure proposed for inclusion in the Company's Annual Report on Form 10-K, annual proxy statement or any other filings made with the Securities and Exchange Commission, and recommend to the Board whether such section should be so included.

11. Review and discuss with management the compensation-related disclosures in the Company's correspondences with shareholders, including but not limited to annual proxy statement, say-on-pay matters and investor presentations.

12. Periodically review the compensation and benefits of non-employee directors.

13. Report regularly to the Board.

14. Undertake an annual performance evaluation of the activities of the Committee, including the Committee's responsibilities as set forth above.

15. Perform any other activities consistent with this Charter, the Company's articles of association, as required under the national securities exchange on which the Company's shares are listed, the Securities and Exchange Commission or any other applicable regulatory requirements or as the Committee or the Board otherwise deems necessary or appropriate.

5. RESOURCES

The Committee shall have the authority to retain or terminate, at its sole discretion, independent legal, accounting and other advisors, consultants or professionals (collectively, "Advisors") to assist the Committee in its responsibilities, but only after taking into consideration all factors relevant to the Advisor's independence from management, including those specified in the rules and regulations of the national securities exchange on which the Company's shares are listed, which include:

- the provision of other services to the Company by the person that employs the Advisor;
- the amount of fees received from the Company by the person that employs the Advisor as a percentage of that person's total revenue;
- the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the Advisor with a member of the Committee;
- any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Company; and
- any articles of association of the Company owned by the Advisor.

The Committee shall be directly responsible for appointing, compensating and overseeing the work of such Advisors. The chairperson of the Committee, at the request of any member of the Committee, may request any officer, employee or advisor of the Company or the Company's independent auditor to attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and which shall be provided by the Company) for payment of any compensation to any Advisors retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.