

**X-ENERGY, INC.**  
**COMPENSATION AND CULTURE COMMITTEE CHARTER**

Effective Date: April 24, 2026

**I. PURPOSE**

1. The purpose of the Compensation and Culture Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of X-Energy, Inc. (the “*Company*”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors. For purposes of this Charter “executive officers” means those officers covered in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”).

**II. COMPOSITION**

The Committee must consist of at least two (2) directors. Subject to an election by the Company to rely on the exemption available to “controlled companies” under the rules of the Nasdaq Stock Market LLC (“*Nasdaq*”) and the applicable transition period thereunder, each member of the Committee must satisfy the independence requirements of Nasdaq. Committee members must be appointed and may be removed, 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.

**III. MEETINGS, PROCEDURES AND AUTHORITY**

The Committee will meet with such frequency and at such intervals as it deems necessary or advisable to carry out its duties and responsibilities. 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 Company’s bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise); provided that, subject to an election by the Company to rely on the exemption available to controlled companies, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must 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 Company’s bylaws and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its duties and responsibilities delegated to the Committee, 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**

2. *CEO Evaluation and Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer’s performance in light of these goals and objectives

and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

3. *Other Executive Officer Evaluation and Compensation.* The Committee will oversee an evaluation of the executive officers other than the Chief Executive Officer and, after considering such evaluation, will review and set, or recommend for approval by the Board regarding, the compensation of such executive officers.

4. *Director Compensation.* The Committee will review and make recommendations to the Board regarding compensation for non-employee directors.

5. *Incentive and Equity Compensation.* The Committee will review and approve, or recommend for approval by the Board, the Company's incentive compensation and equity-based plans, policies and programs (collectively, the "**Plans**"). The Committee has full authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board), and to make grants of cash-based and equity-based awards under the Plans.

To the extent permitted by applicable law and the applicable Plan, the Committee also may delegate to one or more executive officers of the Company the authority to grant, and make determinations and administer the Plan with respect to, equity-based awards under a Plan to employees and consultants of the Company or any subsidiary of the Company who are not executive officers or directors of the Company.

6. *Employment Agreements and Severance Arrangements.* The Committee will review and approve, or recommend for approval by the Board, all employment agreements and severance arrangements for the Company's executive officers.

7. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("**CD&A**") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

8. *Compensation Risk Management.* The Committee will periodically review the Company's compensation policies and practices and assess whether such policies and practices are reasonably likely to have a material adverse effect on the Company by encouraging excessive risk-taking.

9. *Clawback Policy.* The Committee will administer and oversee the Company's compliance with the compensation recovery policy required by applicable SEC and Nasdaq rules.

10. *Human Capital Management.* The Committee will oversee and periodically review with management the Company's strategies, policies and practices regarding human capital management and talent development, including with respect to matters such as diversity, equity and inclusion, workplace environment and culture, talent recruitment, retention, development, and training.

11. *Compensation Committee Report.* To the extent required, the Committee will prepare the annual Compensation Committee Report, to the extent required under the SEC rules.

12. *Say-on-Pay Votes.* To the extent required, the Committee will (a) review and discuss the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Votes**"), if

any such vote was held, and (b) review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account any such results.

13. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

14. *Committee Self-Evaluation.* The Committee must annually perform an evaluation of the performance of the Committee.

15. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **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; provided, however, that when appropriate to satisfy the requirements of Rule 16b-3 under the Exchange Act, any such subcommittee shall be composed solely of two or more members that have been determined to be “Non-Employee Directors” within the meaning of Rule 16b-3 under the Exchange Act.