

COMPENSATION COMMITTEE CHARTER

Effective July 18, 2025

K Wave Media, Ltd.

COMPENSATION COMMITTEE CHARTER

PURPOSE The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of K Wave Media, Ltd. (the "Company") is to **assist the Board in its oversight of executive compensation.**

MEMBERSHIP Size: The Committee shall consist of **two (2) or more** members of the Board. This may be subject to applicable cure periods for relevant requirements under NASDAQ or the Securities Exchange Act of 1934 (the "Exchange Act") rules.

Independence: The Company is currently a "Foreign Private Issuer(the "FPI")" as defined in the U.S. Securities Exchange Act of 1934 rules. Due to its FPI status, the Committee is not required to be comprised solely of independent directors. Upon such time as the Company ceases to be a FPI company, and following any permissible phase-in period, each Committee member shall be independent in accordance with the requirements of Section 10C-1 of the Exchange Act and the NASDAQ rules. If at any time the Committee is not comprised of at least two "non-employee directors" for purposes of Exchange Act Rule 16b-3, the issuance of Company securities to officers and directors of the Company shall be approved by the Board.

Appointment / Term / Removal: In accordance with **Article 28 (Appointment and Removal of Directors)** of the **Articles of Association of K Wave Media, Ltd.**, the procedures for the appointment and removal of Directors are prescribed. The members of the Compensation Committee shall be appointed by the Board based on recommendations from the Board. Each member shall serve for such term or terms as the Board may determine or until earlier resignation, death, or removal as specified in Article 28 of the Articles of Association. The Board may remove any member from the Compensation Committee at any time with or without cause, in accordance with Article 28 of the Articles of Association.

STRUCTURE AND OPERATIONS Leadership: The Board shall designate a Chairperson of the Committee, based on recommendations from the Nominating and Corporate Governance Committee.

Meetings: The Committee shall meet **at least two times a year**, and at such other times and places as it deems necessary or appropriate to discharge its responsibilities. The agenda and materials for Committee meetings shall be prepared by the Committee Chairperson in consultation with the other Committee members. The Committee shall keep minutes of its meetings, and regularly report its discussions and actions to the Board, and make recommendations to the Board as appropriate. The Committee shall be subject to the same rules applicable to the Board with respect to meetings (including in-person meetings or meetings by telephone or other similar communications equipment), actions without a meeting, notice, waiver of notice, quorum, and voting requirements. The Committee may invite members of management to its meetings as it deems appropriate; however, the Committee shall regularly meet without such individuals, and **in no event shall the Chief Executive Officer (the "CEO") or any other executive officer attend any meeting where his or her compensation or performance is discussed or determined.**

Onboarding / Education: The Company shall provide appropriate onboarding briefings to new Committee members and provide educational materials and opportunities to the full Committee related to executive compensation and other matters as the Committee deems appropriate or requests.

Outside Advisors: The Committee shall have the sole authority to retain and terminate any compensation consultants, outside legal counsel, and other advisors that it deems necessary or appropriate to assist it in fulfilling its duties and responsibilities under this Compensation Committee Charter (this "Charter"). However, the Committee is not obligated to implement or act consistently

with the advice or recommendations of a compensation consultant, outside legal counsel, or other advisor, and the authority granted in this Charter does not restrict or affect the Committee's ability to exercise its own judgment in fulfilling its duties under this Charter. The Committee shall set the compensation and the terms of engagement for any compensation consultants, outside legal counsel, or other advisors and oversee their work. All communications between the Committee and its outside legal counsel shall be considered privileged communications.

Compensation Consultant Independence / Conflicts of Interest: In retaining or seeking advice from a compensation consultant, the Committee must consider the factors specified in the NASDAQ rules. The Committee may, after considering the specified factors, select or receive advice from a compensation consultant, including one that is not independent. The Committee is not required to assess the independence of a compensation consultant or other advisor if the Committee's role is solely to act as a fiduciary for all holders of the Company's securities, or in connection with broad-based plans that are generally available to all salaried employees and that do not discriminate in scope, terms, or operation in favor of executive officers or directors, or if the information provided by the consultant or advisor is not customized to a particular company or is based on parameters that were not developed by the consultant or advisor, or if the consultant or advisor does not provide advice. The Committee shall assess whether the compensation consultant it retains or intends to retain has any conflicts of interest.

Funding: The Committee, as a committee of the Board, shall be provided with appropriate funding by the Company, as determined by the Committee, for the payment of compensation to any compensation consultants, outside legal counsel, and other advisors, and for the ordinary administrative expenses of the Committee as are necessary or appropriate in carrying out its duties.

Delegation of Authority: The Committee, in its discretion, may delegate any of its responsibilities, along with the authority to perform such responsibilities, to one or more subcommittees, provided that any such subcommittee must be comprised solely of independent directors and have a written charter.

Books and Records: The Committee shall have access to the Company's books, records, facilities, and personnel.

DUTIES AND RESPONSIBILITIES The Committee shall have the following powers and responsibilities:

1. **CEO Compensation:** (1) To annually review and approve the corporate goals and objectives relevant to CEO compensation; (2) To evaluate the CEO's performance in light of those goals and objectives at least annually; and (3) To submit recommendations to the Board regarding the CEO's compensation levels based on this evaluation. In evaluating and recommending the long-term incentive component of CEO compensation to the Board, the Committee may consider the Company's performance and relative shareholder return, the value of similar incentive awards granted to CEOs at comparable peer companies, and the awards to the Company's CEO in past years. In evaluating and recommending CEO compensation to the Board, the Committee should consider the most recent shareholder advisory vote on executive compensation ("Say-on-Pay Vote") as required by Section 14A of the Exchange Act.
2. **Executive Officer Compensation:** To review and approve the compensation of all other executive officers. In evaluating executive officer compensation, the Committee should consider the most recent Say-on-Pay Vote.
3. **Incentive / Equity Plans:** To review and make recommendations to the Board regarding incentive compensation plans and equity-based plans, including the authority to adopt, amend, and terminate such plans, and proposals for such plans to be included in the Company's proxy statement. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designating employees to receive awards under the provisions of each plan, the amount of awards or shares to be granted, and the terms and conditions that will apply to each award or grant. In

reviewing and making recommendations to the Board regarding incentive compensation plans and equity-based plans (including whether to adopt, amend, or terminate such plans), the Committee should consider the most recent Say-on-Pay Vote.

4. **Employee Benefit Plans:** To monitor the effectiveness of the Company's non-equity based benefit plan offerings, including but not limited to non-qualified deferred compensation, perquisites, and other fringe benefits (especially those related to executive officers); and to approve all significant new employee benefit plans or changes to existing plans that create a significant financial commitment for the Company. The Committee, in its discretion, may approve, modify, amend, ratify, or interpret the terms of non-equity based benefit plans, or delegate such authority to the extent such delegation is permissible. The Committee's role regarding employee benefit plans is one of oversight, and the Committee shall not act as a fiduciary for any benefit plan or program under the Employee Retirement Income Security Act of 1974 or any other law, unless the Committee expressly determines otherwise or applicable law expressly requires otherwise.
5. **Peer Group:** To establish the composition of the peer group used for executive compensation market comparisons.
6. **Compensation Disclosure:** To review and discuss the Compensation Discussion and Analysis ("CD&A") and related executive compensation information with management, to determine whether to recommend the CD&A and related executive compensation information for inclusion in the Company's annual report on Form 10-K and proxy statement, and to prepare the Compensation Committee Report on executive compensation that is required to be included in the Company's proxy statement or annual report on Form 10-K.
7. **Employment / Severance Agreements:** To review and recommend to the Board employment agreements and all severance agreements or plans (including benefits provided in connection with a change in control) for the CEO and other executive officers, including the authority to adopt, amend, and terminate such agreements, arrangements, or plans.
8. **Stock Ownership Guidelines:** To determine stock ownership guidelines for Directors, the CEO, and other executive officers and to monitor compliance with such guidelines.
9. **Risk Management:** (1) To review whether the Company's incentive compensation arrangements encourage excessive risk-taking; (2) To review and discuss at least annually the relationship between risk management policies and practices and compensation; and (3) To evaluate compensation policies and practices that could mitigate such risks. **Specifically, to evaluate how unique risks related to the Company's content IP development, entertainment investments, and Bitcoin financial strategy are reflected in the compensation structure to ensure that short-term performance does not lead to excessive risk-taking detrimental to long-term company value and stability.**
10. **Human Capital Management:** To assist the Board in its oversight of human capital management, including corporate culture, diversity and inclusion, recruiting, retention, turnover, talent management, career development and advancement, succession planning, and employee relations.
11. **Incentive Clawback:** To review and recommend to the Board the adoption, modification, or amendment of a "clawback" policy enabling the Company to recover incentive-based compensation in compliance with Section 10D of the Exchange Act, the rules promulgated thereunder, and the listing standards of the national securities exchange on which the Company's securities are listed, and to administer the clawback policy in accordance with its terms.
12. **Say-on-Pay Frequency:** To review and recommend to the Board the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the most recent shareholder

advisory vote on the frequency of Say-on-Pay Votes as required by Section 14A of the Exchange Act. Also, to review and approve proposals for Say-on-Pay Votes and the frequency of Say-on-Pay Votes to be included in the Company's proxy statement.

13. **Director Compensation:** To review all Director compensation and benefits for Board and Board committee service at least annually, and to recommend changes to the Board as necessary.
14. **Compensation Committee Performance Evaluation:** To conduct an annual evaluation of its performance in fulfilling its duties under this Charter and to submit the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
15. **Compensation Committee Charter Review:** To review this Charter at least annually and to recommend any proposed changes to the Board for approval.