CERIBELL, INC.
COMPENSATION COMMITTEE CHARTER

Updated September 2026

This Compensation Committee Charter (the "Charter") has been adopted by the Board of Directors (the "Board") of CeriBell, Inc. (the "Company").

I. PURPOSE

The purpose of the Compensation Committee (the "Committee") is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company's directors and executive officers, and the Company's policies, programs, and initiatives regarding compensation, leadership development, diversity, and belonging. The primary objectives of the Committee are to oversee the compensation of the Company's Chief Executive Officer and other executive officers and to develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company's corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company's stockholders.

II. COMPOSITION

The Committee shall consist of at least two directors, each of whom shall satisfy the independence requirements of The Nasdaq Stock Market LLC ("Nasdaq"), except as may be otherwise permitted by applicable Nasdaq rules, and qualify as a "non-employee director" under Rule 16b-3 of the Securities Exchange Act of 1934 (17 CFR § 240.16b-3), unless otherwise determined by the Board.

Committee members shall be appointed and may be removed, with or without cause, by the Board. Unless a Chairperson is designated by the Board, the Committee may designate a Chairperson by majority vote of the full Committee membership.

III. MEETINGS, PROCEDURES, AND AUTHORITY

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 shall meet at least four times per year.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel, or other advisors (independent or otherwise), provided that, preceding any such retention or advice, the Committee shall take into consideration the applicable factors under Nasdaq rules. The Committee shall assess, at least annually, the independence of any compensation consultant, legal counsel, or other advisor that provides advice to the Committee, and whether the work of any such advisor has raised any conflict of interest, in each case taking into consideration the factors specified under applicable SEC and Nasdaq rules. The Committee will be directly responsible for the appointment, compensation, and oversight of any advisor it retains. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor 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 the duties and responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee, or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

IV. DUTIES AND RESPONSIBILITIES

1. *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, will review and approve, or make recommendations to the Board regarding, the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *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 approve, or make recommendations to the Board regarding, the compensation of such executive officers.

3. *Director Compensation*. The Committee will review and make recommendations to the Board regarding the cash and equity compensation of directors.

4. *Incentive and Equity Compensation*. The Committee will review and approve, or make recommendations to the Board regarding, the Company's incentive compensation and equity-based plans and arrangements for the Company's Chief Executive Officer, other executive officers, employees, and other service providers, including, without limitation, the granting of equity awards pursuant to such plans or outside of such plans (the "Plans"). The Committee will review and approve, or make recommendations to the Board regarding any guidelines, structures, and frameworks under which incentive or equity-based awards would be made. 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.

5. *Peer Group Selection and Review*. The Committee will review and approve the selection of the peer group companies used as a reference in evaluating the competitiveness and structure of the compensation of the Company's Chief Executive Officer, other executive officers, and non-employee directors, and will periodically review and reassess the composition of such peer group and the manner in which market compensation data are used.

6. *Compensation Risk Assessment*. The Committee will periodically review and assess the Company's compensation policies and practices for its executive officers and other employees to determine whether they encourage excessive or inappropriate risk-taking, and whether any risks arising from such policies and practices are reasonably likely to have a material adverse effect on the Company.

7. *Stock Ownership Guidelines*. The Committee will review and recommend to the Board for approval, and oversee compliance with, any stock ownership guidelines applicable to the Company's executive officers and non-employee directors.

8. *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.

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

10. *Employment Agreements and Severance Agreements*. The Committee will review and approve all employment agreements and severance agreements for the executive officers of the Company.

11. *Compensation and Benefits Policies, Plans, Programs and Philosophy; Alignment with Stockholders*. The Committee will provide oversight of the Company's compensation policies, plans, and benefits programs, and overall compensation philosophy. The Committee should review and discuss periodically with management and the Board (and any committees thereof as the Committee deems appropriate) the Company's compensation philosophy and practices, including executive and employee incentive compensation plans and arrangements, review of any "Say-on-Pay" and "Say-on-Frequency" and stockholder feedback on compensation and an evaluation of whether such philosophy and practices are appropriately aligned with the Company's goal of serving the long-term interests of the Company's stockholders. In addition, the Committee will periodically review whether executive incentives appropriately support innovation and long-term value creation, where relevant.

12. *Compensation Committee Report*. The Committee will prepare the annual Compensation Committee Report, to the extent that the Company is required to include CD&A in the Company's Annual Report on Form 10-K or annual proxy statement.

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

14. *Reports to the Board of Directors*. The Committee should report regularly to the Board regarding the activities of the Committee.

15. *Committee Self-Evaluation*. The Committee should annually perform an evaluation of the performance of the Committee.

16. *Review of this Charter*. The Committee shall 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. The Committee also has the authority to authorize one or more

officers of the Company to grant rights, options, or other equity awards to officers (other than executive officers), employees, and other service providers, in a manner that is in accordance with applicable laws and applicable Nasdaq rules.

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