

ALIGHT, INC.

COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The Compensation Committee (the “Committee”) shall aid the Board of Directors (the “Board of Directors”) of Alight, Inc. (the “Company”) by fulfilling the Committee’s responsibilities and duties outlined in this Charter, including the oversight of executive compensation. The term “compensation” includes salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans

II. STRUCTURE AND PROCESSES

Membership Requirements

The Committee shall be composed of three or more members of the Board of Directors, each of whom shall be determined by the Board of Directors to meet the criteria for independence set forth in the rules of the New York Stock Exchange (the “NYSE”). Each member of the Committee shall be independent in accordance with the requirements of Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules of the NYSE.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, retirement, disqualification or death. The members of the Committee may be removed, with or without cause, by action of the Board of Directors.

Chairperson

Unless a chairperson of the Committee (the “Chairperson”) is selected by the Board of Directors, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson of the Committee will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

Delegation

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that (i) 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 16-

b3 under the Exchange Act and (ii) such subcommittee is comprised entirely of independent directors. The Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or options or other equity securities to any non-executive officer of the Company under the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with the plan and the laws of the state of the Company's incorporation.

III. MEETINGS

The Committee shall meet periodically as circumstances dictate. The Chairperson of the Committee may call meetings of the Committee. Unless otherwise restricted by the Company's certificate of incorporation or bylaws, meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by the Company's certificate of incorporation or bylaws, the Committee may act by written consent in lieu of a meeting.

As part of its review and establishment of the performance criteria and compensation of executive officers ("executive officer" has the same meaning specified for the term "officer" in Rule 16a-1(f) under the Exchange Act) and other executives that report to the Chief Executive Officer (collectively "Executives"), the Committee should meet separately with the Chief Executive Officer, the Chief Human Resources Officer, and any other corporate officers, as it deems appropriate. However, the Committee should meet regularly without such officers present, and shall deliberate and vote with respect to such officers' compensation without such officers being present. The Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

IV. RESPONSIBILITIES AND DUTIES

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee may also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and may,

in its sole discretion, retain, obtain the advice of and terminate any compensation consultant, legal counsel or other adviser to the Committee. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, legal counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall undertake an independence assessment prior to selecting any compensation consultant, legal counsel or other advisers that will provide advice to the Committee taking into consideration all factors relevant to such adviser's independence from management, including the factors set forth in the rules of the NYSE or as may otherwise be required by the NYSE from time to time. The Committee may retain, or receive advice from, any compensation consultant they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

If necessary, the Committee will review any conflicts of interest raised in the work of any such consultant or advisor and any necessary disclosure in the Company's annual proxy statement required by the stock exchange that lists the Company's stock or applicable law. Finally, it is expected that the Committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

Setting Compensation for Executives and Directors

1. Establish and approve, or recommend to the Board of Directors, the compensation philosophy for Executives and non-employee directors of the Company.
2. Review and approve, or recommend to the Board of Directors, corporate goals and objectives relevant to Chief Executive Officer and other Executives' compensation, including annual performance objectives, if any.
3. Evaluate the performance of the Chief Executive Officer considering such goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board of Directors), determine and approve or recommend to the Board of Directors, the compensation, of the Chief Executive Officer. In evaluating and

making recommendations to the Board regarding Chief Executive Officer compensation, the Committee shall consider among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies, the awards given to the Chief Executive Officer in past years, and the results of the most recent stockholder advisory vote on executive compensation (the "Say on Pay Vote") required by Section 14A of the Exchange Act.

4. Review annually with the Chief Executive Officer the performance and compensation and approve, or recommend to the Board of Directors, the compensation of the Executives other than the Chief Executive Officer. In evaluating and making recommendations to the Board regarding executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.
5. In connection with Executive compensation programs:
 - (i) review and approve, or recommend to the full Board of Directors, new or modified Executive compensation programs;
 - (ii) review on a periodic basis the operations of the Company's Executive compensation programs to determine whether they are effective in achieving their intended purpose(s);
 - (iii) establish and periodically review policies for the administration of Executive compensation programs; and
 - (iv) take steps to modify any Executive compensation program to enhance the alignment of payments and benefits with executive and corporate performance and the Company's business strategy.
6. Review and approve the list of companies to be included in any compensation comparator group used to benchmark pay levels based on criteria the Committee deems appropriate.
7. Review at least biennially and recommend to the Board the form and amount of director compensation.
8. Review and approve or recommend to the Board of Directors, any employment or service-related contracts or transaction involving current or former directors and Executives of the Company, and any related compensation, including consulting arrangements, employment contracts, severance or termination arrangements.

Monitoring Incentive and Equity-Based Compensation Plans

9. Review and approve, or recommend to the Board of Directors, the Company's long-term incentive plans and, to the extent subject to the approval of the Board of Directors, incentive-compensation plans, and administer the plans in accordance with their terms or oversee the activities of the individuals responsible for administering those plans, as

applicable, which includes the ability to adopt, amend and terminate such plans, and proposals regarding any such plans to be included in the Company's annual proxy statement. In reviewing and making recommendations to the Board of Directors regarding incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Compensation Committee shall consider the results of the most recent Say on Pay Vote.

10. Review and approve, or recommend to the Board of Directors, all equity-based awards, including pursuant to the Company's equity-based plans, subject to the ability of the Committee to delegate authority pursuant to this Section IV of this Charter.
11. Monitor compliance by Executives with the rules and guidelines of the Company's equity-based plans.
12. Review and approve any stock ownership guidelines for directors and Executives of the Company.
13. Review, oversee, monitor compliance with and amend (or recommend amendments to the Board), as needed, to any "claw back" policy of the Company, and report to the Board as needed.

Continuity / Succession Planning Process

14. In coordination with the Nominating and Corporate Governance Committee, review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer positions and make recommendations to the Board of Directors with respect to the selection of individuals to occupy these positions.

General

15. Consider, on at least an annual basis, whether incentives and risks arising from the Company's compensation policies and practices for all employees, including non-Executive officers, are reasonably likely to have a material adverse effect on the Company, including a review of the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking and an evaluation of compensation policies and practices that could mitigate any such risk.
16. Monitor the Company's regulatory compliance with respect to compensation matters.
17. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, to review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's annual proxy statement.
18. Review and monitor employee retirement, profit sharing and benefit plans.

19. Establish and periodically review policies in Executive perquisites.

Reports

20. Review and discuss with management the “Compensation Discussion and Analysis” (the “CD&A”) required to be included in the Company’s annual proxy statement or annual report on Form 10-K, in accordance with the rules of the SEC and, based on that review and discussion, determine whether or not to recommend to the Board of Directors that the CD&A be included in the Company’s annual proxy statement or annual report on Form 10-K, as applicable.
21. Prepare the compensation committee report on executive officer compensation as required by the SEC to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the SEC.
22. Report regularly to the Board of Directors including:
 - (i) following meetings and unanimous consents of the Committee; and
 - (ii) with respect to such other matters as are relevant to the Committee’s discharge of its responsibilities.

The Committee shall provide such recommendations to the Board of Directors as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

23. Maintain minutes or other records of meetings and activities of the Committee.

V. EVALUATION

It is expected that the Committee will periodically review and evaluate its performance, including by reviewing its compliance with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any proposed changes to this Charter that the Committee considers necessary or appropriate. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.

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