

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
SMARTRENT, INC.**

Ratified as of August 24, 2021

I. PURPOSE OF THE COMMITTEE

The purposes of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of SmartRent, Inc. (the “*Company*”) shall be to oversee the Company’s compensation and employee benefit plans and practices, including its executive compensation plans and incentive-compensation and equity-based plans. The Committee is also responsible for reviewing and discussing with management the Company’s compensation discussion and analysis (“*CD&A*”) to be included in the Company’s annual proxy statement or annual report on Form 10-K (when and as necessary) filed with the Securities and Exchange Commission (“*SEC*”) and preparing the compensation committee report as required by the rules of the SEC for inclusion in the Company’s annual proxy statement. The Committee may also perform such other activities consistent with this Charter, the Company’s charter and bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more directors, as determined from time to time by the Board. Each member of the Committee shall be independent in accordance with the rules of the New York Stock Exchange (“*NYSE*”) applicable to directors and compensation committee members, and any additional requirements that the Board deems appropriate. Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”).

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson. The chairperson shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

Each member of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and shall serve until his or her successor is duly elected and qualified or until such member’s earlier resignation, removal, or death. Any member of the Committee may be removed or replaced by the Board on the recommendation of the Nominating and Corporate Governance Committee.

III. MEETINGS OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary, *provided* that the Chief Executive Officer of the Company (“*CEO*”) and any other such officers may not be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee may also act by unanimous written or electronic consent.

The Committee shall maintain minutes of its meetings and records relating to those meetings.

The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The following duties and responsibilities are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the NYSE, or any other applicable regulatory authority:

Executive and Director Compensation

(a) To review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO's performance in light of those goals and objectives, and recommend to the independent directors of the Board the CEO's compensation level based on this evaluation; in determining the long-term incentive component of CEO compensation, the Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies, and the awards given to the Company's CEO in past years;

(b) To review and make recommendations to the Board regarding the compensation of all other executive officers;

(c) To review and discuss with management the CD&A and related executive compensation information to be included in the Company's annual report on Form 10-K or annual proxy statement (when and as necessary) filed with the SEC, recommend to the Board whether such disclosures should be included in the Company's annual report on Form 10-K or annual proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's annual report on Form 10-K or annual proxy statement;

(d) To review at least annually the goals and objectives of the Company's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;

(e) To review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing executive compensation plans;

(f) To review and approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any

benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans;

(g) To determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines;

(h) Oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including results of advisory votes on the Company's executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, stockholders approve equity compensation plans;

(i) To annually review and approve all director compensation and benefits for service on the Board and Board committees, and to recommend any changes to the Board as necessary;

(j) To oversee, in conjunction with the Nominating and Corporate Governance Committee of the Board, engagement with stockholders and proxy advisory firms on executive compensation matters;

Employee Benefit Plans and Other General Matters

(k) To review and approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, and where appropriate or required, recommend such plans for approval by the stockholders of the Company, which includes the ability to adopt, amend and terminate such plans;

(l) To administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan;

(m) To review and approve and, when appropriate, recommend to the Board for approval, all employee benefit plans for the Company, which includes the ability to adopt, amend and terminate such plans;

(n) To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk; and

(o) To review this Charter at least annually and recommend any proposed changes to the Board for approval.

V. ROLE OF THE CEO

The CEO may make, and the Committee may consider, recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans and incentive-compensation and equity-based plans with respect to executive officers (other than the CEO) and the Company's director compensation arrangements.

VI. DELEGATION OF AUTHORITY

The Committee may, in its discretion, form subcommittees for any purpose that the Committee deems appropriate and may delegate all or a portion of its duties and responsibilities to such subcommittees of the Committee, *provided* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation, or listing standard to be exercised by the Committee as a whole.

VII. EVALUATION OF THE COMMITTEE

The Committee shall, no less frequently than annually, evaluate its performance of its duties under this Charter. The Committee shall conduct this evaluation in such manner as it deems appropriate and shall address all matters that the Committee considers relevant to its performance. The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VIII. RESOURCES AND AUTHORITY

The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall also have the authority, in its sole discretion, to retain and obtain the advice and assistance of internal or external legal, accounting, and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, legal counsel, and other advisors retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, legal counsel, and any other advisors retained by the Committee. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel, or other advisor to the Committee, 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.

In retaining or seeking advice from compensation consultants, legal counsel and other advisors (other than the Company's in-house counsel), the Committee must take into consideration the factors specified in Section 303A.05(c)(iv) of the NYSE Listed Company Manual. The Committee may retain, or receive advice from, any compensation advisor 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, legal counsel, 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 to 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.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.