

**THE VITA COCO COMPANY, INC.  
COMPENSATION COMMITTEE CHARTER**

**I. Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of The Vita Coco Company, 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.

**II. Composition**

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of The Nasdaq Stock Market LLC (“Nasdaq”), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws. 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. Additionally, membership on the Committee shall automatically end at such time as the Board determines that a Committee member ceases to meet the independence requirements discussed above.

**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 as often as it determines necessary or appropriate to carry out its responsibilities, but not less frequently than two times per year.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, 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 responsibilities as it deems appropriate, 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**

1. *Executive Chairman and Chief Executive Officer Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Executive Chairman and Chief Executive Officer. The Committee will evaluate the Executive Chairman's and Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation will make recommendations to the Board regarding the Executive Chairman's and Chief Executive Officer's compensation. The Executive Chairman and Chief Executive Officers may not be present during voting or deliberations on his or her compensation.

2. *Other Executive Officer Compensation.* The Committee will oversee an evaluation of the executive officers (including the Executive Chairman and Chief Executive Officer) and will review and set, or make recommendations to the Board, regarding the compensation of the executive officers, including equity grants, other than the Executive Chairman and Chief Executive Officer.

3. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

4. *Incentive and Equity Compensation.* The Committee will review and approve or, in the case of material amendments or changes, make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements (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 who are not officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended, the "Exchange Act") or directors of the Company.

5. *Employment Agreements and Severance Agreements.* The Committee will review and approve all employment agreements and severance arrangements for the executive officers of the Company, other than the Executive Chairman and Chief Executive Officer. The Committee will make recommendations to the Board regarding employment agreements and severance agreements for the Executive Chairman and Chief Executive Officer.

6. *Succession Planning.* The Committee will be responsible for overseeing the development of the Company's succession plan and options for the Executive Chairman and Chief Executive Officer and other executive officer roles.

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. The Committee shall consider the results of the most recent shareholder advisory vote on executive compensation ("Say on Pay Vote") required by Exchange Act rules.

8. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report, when required by Exchange Act rules.

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

10. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

11. *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**

The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a "non-employee director," such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act, and the rules and regulations thereunder).

## **VI. Investor Rights Agreement**

For so long as the Investor Rights Agreement is in effect, this Charter will be interpreted to be consistent with such agreement.

Approved November 17, 2022