

**CHARTER OF THE COMPENSATION COMMITTEE OF
THE BOARD OF DIRECTORS OF
AXONPRIME INFRASTRUCTURE ACQUISITION CORPORATION**

I. PURPOSES

The Compensation Committee (the “*Compensation Committee*”) is appointed by the Board of Directors (the “*Board*”) of AxonPrime Infrastructure Acquisition Corporation (the “*Company*”) for the purposes of, among other things, (a) discharging the Board’s responsibilities relating to the compensation of the Company’s chief executive officer (the “*CEO*”) and other executive officers of the Company, (b) administering or delegating the power to administer the Company’s incentive compensation and equity-based compensation plans, and (c) if required by applicable rules and regulations, issuing a “Compensation Committee Report” to be included in the Company’s annual report on Form 10-K or proxy statement, as applicable.

II. RESPONSIBILITIES

In addition to such other duties as the Board may from time to time assign, the Compensation Committee shall:

- Establish, review, and approve the overall executive compensation philosophy and policies of the Company, including the establishment, if deemed appropriate, of performance-based incentives that support and reinforce the Company’s long-term strategic goals, organizational objectives, and stockholder interests.
- Review and approve the Company’s goals and objectives relevant to the compensation of the CEO, annually evaluate the CEO’s performance in light of those goals and objectives and, based on this evaluation, determine the CEO’s compensation level, including, but not limited to, salary, bonus or bonus target levels, long and short-term incentive and equity compensation, retirement plans, and deferred compensation plans as the Compensation Committee deems appropriate. In determining any long-term incentive component of the CEO’s compensation, the Compensation Committee should consider, among other factors, the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company’s CEO in past years. The CEO shall not be present during voting or deliberations relating to the CEO’s compensation.
- Determine the compensation of all other executive officers of the Company, including, but not limited to, salary, bonus or bonus target levels, long and short-term incentive and equity compensation, retirement plans, and deferred compensation plans, as the Compensation Committee deems appropriate. Members of senior management may report on the performance of the executive officers of the Company and make compensation recommendations to the Compensation Committee, which will review and, as appropriate, approve or modify the compensation recommendations.
- Receive and evaluate performance target goals for the senior officers and employees (other than executive officers) and review periodic reports from the CEO as to the performance and compensation of such senior officers and employees.

- Administer or delegate the power to administer the Company’s incentive and equity-based compensation plans, including the grant of stock options, restricted stock, and other equity awards under such plans, as applicable.
- Review and make recommendations to the Board with respect to the adoption of, and amendments to, incentive compensation and equity-based plans and approve for submission to the stockholders all new or amended equity compensation plans that must be approved by stockholders pursuant to applicable law and regulations.
- Review and approve any annual or long-term cash bonus or incentive plans in which the executive officers of the Company may participate.
- Review and approve for the CEO and the other executive officers of the Company any employment agreements, severance arrangements, and change in control agreements or provisions.
- Review and discuss with the Company’s management the Compensation Discussion and Analysis specified in Securities and Exchange Commission Regulation S-K Item 402, if required, and, based on such review and discussion, determine whether to recommend to the Board of Directors of the Company that the Compensation Discussion and Analysis be included in the Company’s annual report or proxy statement for the annual meeting of stockholders.
- Provide the Compensation Committee Report for the Company’s annual report or proxy statement for the annual meeting of stockholders, if required.
- Conduct an annual performance evaluation of the Compensation Committee. In conducting such review, the Compensation Committee shall consider all matters that the Compensation Committee considers relevant to its performance, including at least the following: (a) the adequacy, appropriateness, and quality of the information received from management or others; (b) the manner in which the Compensation Committee’s recommendations were discussed or debated; (c) whether the number and length of meetings of the Compensation Committee were adequate for the Compensation Committee to complete its work in an appropriate manner; and (d) whether this Charter appropriately addresses the matters that are or should be within the scope of responsibilities of the Compensation Committee and other matters applicable to the composition, authority, meetings and operations of the Compensation Committee.

III. COMPOSITION

The Compensation Committee shall be composed of two or more members (including a chairperson), all of whom shall (1) be “independent directors,” as such term is defined in the listing rules (the “*Nasdaq Rules*”) of The Nasdaq Stock Market LLC (“*Nasdaq*”), and (2) satisfy the applicable standards for independence as specified in Nasdaq Rule 5605(d)(2)(A), except that the Compensation Committee may have as one of its members a “non-independent director” under exceptional and limited circumstances in accordance with the exemption set forth in Nasdaq Rule 5605(d)(2)(B). At least two of the Compensation Committee members shall be “non-employee directors,” as defined in Rule 16b-3 under the Securities Exchange Act of 1934 (the “*Exchange Act*”), and, as applicable, “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The members of the Compensation Committee and the chairperson shall be selected not less frequently than annually by the Board and serve at the pleasure of the Board. A Compensation Committee member (including the

chairperson) may be removed at any time, with or without cause, by the Board. If the Board does not so designate a chairperson, the members of the Compensation Committee, by a majority vote, may designate a chairperson.

The Compensation Committee shall have authority to delegate any of its responsibilities to one or more subcommittees as the Compensation Committee may from time to time deem appropriate in accordance with applicable law and regulations. If at any time the Compensation Committee includes a member who is not a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act, then a subcommittee comprised entirely of individuals who are “non-employee directors” may be formed by the Compensation Committee for the purpose of ratifying any grants of awards under any incentive or equity-based compensation plan for the purposes of complying with the exemption requirements of Rule 16b-3 under the Exchange Act; provided that any such grants shall not be contingent on such ratification.

IV. MEETINGS AND OPERATIONS

The Compensation Committee shall meet as often as necessary, but at least two times each year, to enable it to fulfill its responsibilities. The Compensation Committee shall meet at the call of its chairperson or a majority of its members. The Compensation Committee may meet by telephone conference or by any other means permitted by law and the Company’s Bylaws. A majority of the members of the Compensation Committee shall constitute a quorum. The Compensation Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Subject to the Company’s Bylaws and applicable law, the Compensation Committee may act by unanimous written consent of all members in lieu of a meeting. The Compensation Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore in the absence of the chairperson, and designation of a secretary. The secretary need not be a member of the Compensation Committee and shall attend Compensation Committee meetings and prepare minutes as directed by the Compensation Committee. The Secretary of the Company shall be the Secretary of the Compensation Committee unless the Compensation Committee designates otherwise. The Compensation Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Compensation Committee minutes upon request.

The Compensation Committee may ask members of management, employees, outside counsel, or others whose advice and counsel are relevant to the issues then being considered by the Compensation Committee to attend any meetings (or a portion thereof) and to provide such pertinent information as the Compensation Committee may request.

The chairperson of the Compensation Committee shall be responsible for leadership of the Compensation Committee, including preparing the agenda which shall be circulated to the members prior to the meeting date, presiding over Compensation Committee meetings, making Compensation Committee assignments, and reporting on the Compensation Committee’s actions to the Board. Following each of its meetings, as directed by the Board, the Compensation Committee shall deliver a report on the meeting to the Board.

If at any time during the exercise of his or her duties on behalf of the Compensation Committee, a Compensation Committee member has a direct conflict of interest with respect to an issue subject to determination or recommendation by the Compensation Committee, such Compensation Committee member shall abstain from participation, discussion, and resolution of such issue, and the remaining members of the Compensation Committee shall advise the Board of their recommendation on such issue. The Compensation Committee shall be authorized to make determinations and recommendations even if only one Compensation Committee member is free from conflicts of interest on a particular issue.

V. AUTHORITY

The Compensation Committee has the authority, to the extent it deems appropriate, in its sole discretion, to conduct or authorize investigations into or studies of matters within the Compensation Committee's scope of responsibilities and to retain, or obtain the advice of, one or more compensation consultants, outside legal counsel or other advisors to assist in the fulfillment of its duties hereunder. The Compensation Committee shall have the sole and direct authority to retain and terminate, oversee the work of, and approve the compensation and other retention terms, of any such consultants, counsel and other advisors. The Compensation Committee shall, in accordance with Item 407(e)(3)(iv) of Regulation S-K, evaluate whether any applicable compensation consultant that has provided or will provide services has any conflict of interest. In selecting, or receiving advice from, compensation consultants, outside legal counsel, and other advisors, the Compensation Committee must take into consideration the applicable factors as specified in the Nasdaq Rules. The Company will provide for appropriate funding, as determined by the Compensation Committee, for payment of any such investigations or studies and the compensation to any compensation consultants, legal counsel, or other advisors retained by the Compensation Committee.