

## POWERLAW CORP.

### COMPENSATION COMMITTEE CHARTER

#### I. Membership Requirements

The Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Powerlaw Corp. (the “*Company*”) shall consist solely of “independent directors,” i.e., those directors who: (i) neither are officers or employees of the Company or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director; (ii) are not “interested persons” (as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the “*1940 Act*”)); and (iii) are otherwise “independent” under the rules of The Nasdaq Stock Market LLC.

Members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

#### II. Purpose

The purposes of the Committee are to:

- a. oversee the Company’s compensation policies generally and make recommendations to the Board with respect to any incentive compensation and equity-based plans of the Company that are subject to Board approval;
- b. review and approve the compensation, if any, by the Company for each of the Company’s executive officers, including reimbursement by the Company of the compensation of the Chief Financial Officer and Chief Compliance Officer; and
- c. prepare a report on executive officer compensation if the Securities and Exchange Commission rules require such a report to be included in the Company’s annual proxy statement.

#### III. Responsibilities

The following are the general responsibilities of the Committee and are set forth only for its guidance. The Committee, however, may diverge from these responsibilities and/or may assume such other responsibilities as the Board may delegate from time to time and/or as the Committee may deem necessary or appropriate from time to time in performing its functions in accordance with the Articles of Incorporation and other governance documents of the Company, as they may be amended from time to time, and in accordance with applicable law. The Committee shall:

- a. Compensation Policies
  - (i) The Committee shall review and make recommendations to the Board in respect of any incentive compensation and equity-based plans of the Company that are subject to Board approval.

b. Executive Compensation

- (i) The Committee shall review and approve the compensation, if any, by the Company for each of the Company's executive officers.
- (ii) Currently none of the Company's executive officers are directly compensated by the Company. However, the Company reimburses its investment adviser for the allocable portion of overhead and other expenses incurred by the investment adviser in performing its obligations under the investment advisory agreement, including an allocable share of the compensation of the Company's Chief Financial Officer and Chief Compliance Officer. In light of the foregoing, the Committee shall be responsible for reviewing and approving the reimbursement by the Company of the compensation of the Company's Chief Financial Officer and Chief Compliance Officer.

c. Director Compensation

- (i) The Committee shall have primary responsibility for reviewing director compensation and shall periodically review and recommend for approval by the Board, the compensation, if any, paid to directors that are not "interested persons" of the Company as such term is defined in Section 2(a)(19) of the 1940 Act.

d. Disclosure

- (i) If applicable, the Committee shall prepare the report on executive officer compensation that the Securities and Exchange Commission rules require to be included in the Company's annual proxy statement.

e. Reporting to the Board

- (i) The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board.

#### **IV. Authority**

The Committee shall have the right to use reasonable amounts of time of the Company's independent accountants, outside lawyers and other internal staff and may, in its sole discretion, hire experts, lawyers, compensation consultants and other advisors (each, a "**Consultant**") to assist and advise the Committee in connection with its responsibilities. The Committee shall be directly responsible for the appointment, compensation (at the Company's expense) and oversight of any work of such Consultants. When selecting a Consultant, the Committee should first consider factors relevant to that person's independence from the Company, such as:

- a. the provision of other services to the Company by the Consultant or person that employs the Consultant;

- b. the amount of fees received from the Company by the Consultant or person that employs the Consultant, as a percentage of the total revenue of the Consultant or person that employs the Consultant;
- c. the policies and procedures of the Consultant or person that employs the Consultant that are designed to prevent conflicts of interest;
- d. any business or personal relationship of the Consultant with a member of the Committee;
- e. any stock of the Company owned by the Consultant; and
- f. any business or personal relationship of the Consultant or person that employs the Consultant with an executive officer of the Company.

## **V. Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chairman of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. Minutes of each meeting shall be taken and recorded and shall be reported regularly to the Board, as appropriate. Actions may be taken by unanimous written consent when deemed necessary or desirable by the Committee. Members of the Committee may participate in a meeting by conference call or similar means.

## **VI. Evaluation**

The Committee shall conduct an annual review of the Committee's performance through the annual Board self-evaluation process and recommend changes to the Board as needed.