TRINITY CAPITAL INC.
COMPENSATION COMMITTEE CHARTER

I. Statement of Purpose

The Board of Directors (***"Board"***) of Trinity Capital Inc. (the ***"Company"***) has determined that the Compensation Committee of the Board (the "***Committee***") shall assist the Board in fulfilling its responsibilities to assure that the Company has compensation systems and practices which are market competitive. The intent is to provide incentives to achieve Company financial objectives and improve return to stockholders while complying with appropriate regulatory requirements. The Committee will develop and implement annual salary and cash bonus plans as well as long term stock incentive plans. Salaries, bonuses and stock awards resulting from these plans will generally be submitted for approval or ratification by the Board.

II. Membership and Qualifications

Membership: The Committee shall be comprised of that number of members of the Board ("***Directors***") as the Board shall determine from time to time, such number not to be less than three (3).

Qualifications: The members of the Committee shall meet the independence and experience requirements of the New York Stock Exchange (the "***NYSE***"), including the additional independence requirements applicable to compensation committee members set forth in Section 303A.02(a)(ii) of the NYSE Listed Company Manual, as well as applicable regulations, rules and orders of the Securities and Exchange Commission (the "***SEC***").

Appointment: The members of the Committee, including the Chair thereof, shall be appointed annually by the Board, upon recommendation of the Nominating and Corporate Governance Committee.

Resignation, Removal and Replacement: Any member of the Committee may resign from the Committee at any time upon notice of such resignation to the Company. The Board shall have the power at any time to remove a member of the Committee with or without cause, to fill all vacancies, and to designate alternate members, upon recommendation of the Nominating and Corporate Governance Committee, to replace any absent or disqualified members, so long as the Committee shall at all times meet the requirements discussed above.

III. Meetings

The Committee shall meet as often as it determines to be appropriate, but not less frequently than three times per year. Meetings may be called by the Chair of the Committee or the Chairman of the Board. All meetings of and other actions by the Committee shall be held or otherwise taken pursuant to the Company's Bylaws, including bylaw provisions governing notices of meetings, waivers thereof, the number of Committee members required to take actions at meetings or by written consent, and other related matters.

A. Unless otherwise authorized by an amendment to this Charter or as provided in the

Bylaws of the Company, the Committee shall not delegate any of its authority to any subcommittee.

B. Reports of meetings of and/or actions taken by the Committee (whether at a meeting or by consent) from time to time shall be made by the Chair of the Committee (or by his or her delegate) to the full Board. In addition, the Chair of the Committee (or his or her delegate) shall be available from time to time to answer any questions that the other Directors may have regarding the matters considered and actions taken by the Committee.

C. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the Chief Executive Officer and any other executive officers shall not be present during portions of meetings in which their compensation is discussed or determined.

IV. 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 Bylaws and other governance documents of the Company and in accordance with applicable law. The Committee shall:

A. Management and Director Compensation:

1. Develop and approve the structure, costs and administrative practices of the Company's compensation, severance and benefit policies and plans. Ensure such plans, particularly management compensation plans, are tied to and support Company financial objectives and do not incentivize excessive or unnecessary risk taking.

2. Review and approve corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and, either as a committee or together with the other independent Directors (as directed by the Board), determine and approve the Chief Executive Officer's compensation level based on this evaluation. As required, communicate to stockholders the factors and criteria on which the CEO's compensation is based.

3. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee will consider, without limitation, the Company's performance and relative stockholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies, and the awards given to the Company's Chief Executive Officer in prior years.

4. Annually evaluate, in conjunction with the Chief Executive Officer, the

performance and compensation of other executive officers and develop the individual elements of total compensation for each such person, including whether such executive officers' compensation incentivizes excessive or unnecessary risk taking.

5. Establish and periodically evaluate the terms and administration of the Company's annual and long-term incentive plans to assure that they are structured and administered in a manner consistent with the Company's goals and objectives as to participation in such plans, target annual incentive awards, corporate financial goals, actual awards paid to the Company's executive officers, the value of similar incentive awards to executive officers at comparable companies, and total funds reserved for payment under the compensation plans.

6. Develop and periodically evaluate equity-related incentive plans. As appropriate, consider the adoption of new equity-related plans and determine when it is necessary or otherwise desirable to submit such plan modifications to the Board and/or a vote of the Company's stockholders for approval.

7. Periodically evaluate the Company's employee benefit programs and submit appropriate changes to a vote of the Board and/or a vote of the Company's stockholders.

8. Review and approve employment agreements, severance arrangements, retirement arrangements, change-in-control agreements and provisions, and any special or supplemental benefits or perquisites for the Company's executive officers.

9. Develop and periodically evaluate the compensation of Directors for Board service including service on Board committees. Such evaluation shall take into account various factors including compensation of Directors at other comparable companies. Make recommendations to the Board regarding adjustments in director compensation that the committee considers appropriate.

B. Compliance:

1. As required by Item 407(e)(5) of Regulations S-K, review and discuss the Compensation Discussion and Analysis (the "***CD&A***") required by Item 402 of Regulations S-K with management. Based upon such review, the Committee shall determine whether to recommend to the Board that the CD&A be included in the Company's annual report on Form 10-K or the Company's proxy statement for the annual meeting of stockholders.

2. Develop a Compensation Committee Report for the Company's annual report on Form 10-K or the Company's proxy statement for the annual meeting of stockholders as required by Item 407(e)(5) of Regulation S-K.

3. Review and approve the executive compensation disclosure set forth in the Company's annual report on Form 10-K or the Company's proxy statement for the annual meeting of stockholders.

4. Review and recommend changes to the Board regarding compensation risk mitigation measures, including but not limited to stock ownership guidelines for Company executives and non-employee directors, clawback policies allowing the Company to recoup incentive compensation paid to executive officers, and hedging and pledging policies.

C. Other Matters:

1. Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chairman of the Board, or as designated in Company documents.

2. Review this Charter at least once annually and recommend any changes that it deems appropriate to the full Board.

3. Perform an annual self-evaluation of the Committee's performance and reportthe results to the Board.

4. Make the current version of this Charter available on or through the Company's website, and ensure that such availability is disclosed in the Company's annual proxy statement, together with the Company's website address.

V. Additional Resources and 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 and oversight of any work of such Consultants and shall keep the Company's Board and Chief Executive Officer advised as to the general range of anticipated expenses in connection therewith. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Consultant retained by the Committee. When selecting a Consultant, the Committee must first consider all factors relevant to that person's independence from the Company, including the following:

(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.

Revised: July 2026