GUERRILLA RF, INC.

COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Guerrilla RF, Inc. (the "Company") is to assist the Board in (i) determining appropriate compensation levels for the Company's officers; (ii) evaluating officer, board and employee compensation plans, policies, and programs; (iii) reviewing benefit plans for officers and employees; and (iv) producing an annual report on executive compensation for inclusion in the Company's annual report on Form 10-K or in the Company's annual proxy statement.

II. COMPOSITION

The Committee shall consist of two or more members of the Board. If then required by the rules, regulations or listing requirements of a stock exchange upon which the Company's securities are listed, each member of the Committee shall be an "independent director" as defined under the applicable rules, regulations and listing requirements of the stock exchange upon which the Company's securities are listed. Unless otherwise determined by the Board, each member shall (1) meet the requirements for a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (2) meet the requirements for an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. The members of the Committee shall be appointed by, and will serve at the discretion of, the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

III. MEETINGS AND PROCEDURES

The Board shall designate a member of the Committee as the Chair. The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than twice annually. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. All meetings will be held subject to and in accordance with the applicable provisions of Delaware law, including notice, quorum, voting and approval requirements thereof, and the Company's Bylaws. The Committee may request that any director, officer or employee of the Company, or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Chair will report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions

IV. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

1. Establish and review the Company's overall compensation philosophy;

2. Review and approve annually the corporate goals and objectives relevant to the compensation of the Chief Executive Officer, including annual performance objectives;

3. Evaluate at least annually the performance of the Chief Executive Officer against those corporate goals and objectives, and determine and approve the Chief Executive Officer's compensation level based on this evaluation and other relevant factors; the Chief Executive Officer shall not be present during any voting or deliberations by the Committee on his or her compensation;

4. Review on a periodic basis the Company's executive compensation programs to determine whether they are properly coordinated and achieve their intended purposes and recommend any appropriate modifications or new programs;

5. Review, approve and notify the Board of the Company's incentive compensation plans and equity-based plans, and where appropriate or required, recommend for approval by the shareholders of the Company, which includes the ability to adopt, amend and terminate such plans;

6. Administer and implement the Company's incentive compensation plans and equity-based plans, including, but not limited to, making recommendations to the Board as to 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;

7. Review, approve and notify the Board of any changes in the Company's employee benefit plans and policies;

8. Review, approve and notify the Board of any employment agreements and severance arrangements or plans, including any benefits to be provided in connection with a change-in-control, for the Chief Executive Officer and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans;

9. Periodically evaluate and recommend to the Board appropriate compensation for the Company's directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings;

10. Review incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk taking and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and executive compensation;

11. Perform such other review and provide such certifications as are required by applicable federal laws and regulations;

12. Undertake such other responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate; and

13. The Committee is responsible for formulating, adopting, interpreting and implementing (including directing that actions described in the Policy be taken by the Company) the Excess Incentive-Based Compensation Recovery Policy of the Company (the "Policy"), and may make such amendments to the Policy as it deems necessary or desirable. The Committee may engage such legal, accounting, investment banking and other advisers as it deems necessary or desirable to assist it in fulfilling its responsibilities with respect to the Policy. The fees, expenses and other costs of such engagements shall be borne by the Company.

V. DELEGATION TO SUBCOMMITTEE

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to one or more subcommittees of the Committee.

VI. CHARTER REVIEW

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board.

VII. PERFORMANCE EVALUATION

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee. Such evaluation shall compare the performance of the Committee with the requirements of this Charter. The Committee shall conduct this evaluation in such manner as it deems appropriate.

VIII. RESOURCES AND AUTHORITY

To the extent deemed necessary by the Committee, it shall have the authority to engage independent legal counsel, independent consultants and other advisors at the Company's expense to review any matter under its responsibility. The Committee shall have the sole authority to retain and terminate any independent legal counsel, compensation consultants and other advisors engaged by it, including sole authority to approve fees and other retention terms. With respect to any advice received from a compensation consultant, legal counsel or other adviser, the Committee shall take into account independence considerations as required by applicable laws and rules.

Adopted Effective October 22, 2021, as amended December 11, 2024 and December 10, 2025.