



INNVENTURE, INC.

Executive Officer and Director Stock Ownership Guidelines

(ADOPTED EFFECTIVE AS OF February 25, 2026)

Purpose. The purpose of the Innventure, Inc. (the “*Company*”) Executive Officer and Director Stock Ownership Guidelines (these “*Guidelines*”) is to align the interests of executives (“*Executives*”) and non-management directors (“*Non-Management Directors*”) with the Company’s stockholders by ensuring that Executives and Non-Management Directors acquire and retain meaningful stock ownership in the Company.

Covered Persons. These Guidelines apply to all Non-Management Directors and the following tiers of Executives (the “*Covered Persons*”):

Tier I	Chief Executive Officer
Tier II	Other Executive Officers and other senior employees as identified and notified by the Compensation Committee of the Board of Directors (the “ <i>Compensation Committee</i> ”)

Stock Ownership Targets. Under these Guidelines, Covered Persons are expected to acquire a targeted level of stock ownership value (the “*Stock Ownership Target*”). For the Chief Executive Officer, other Executives Officers and senior employees, the Stock Ownership Target is defined as a multiple of annual base salary. For Non-Management Directors, the Stock Ownership Target is defined as a multiple of the aggregate value of the base annual equity retainer (the “*Base Director Compensation*”). The Stock Ownership Targets are as set forth below:

Tier I	5 times annual base salary
Tier II	3 times annual base salary
Non-Management Directors	3 times Base Director Compensation

The required time period within which a Covered Person must attain the applicable Stock Ownership Target under these Guidelines is the later of (1) five years from the implementation date of these Guidelines or (2) five years from the effective date of the Covered Person’s entrance into his or her respective role as a Covered Person. Until the Stock Ownership Target is achieved, the Covered Person will be required to retain a portion of their equity awards.

Compliance with the Stock Ownership Target will be measured, for each calendar year, at the beginning of such calendar year. For purposes of determining compliance with the Stock Ownership Target, on or about each January 1st, each Covered Person will receive a notice from the Company indicating the number of shares of common stock of the Company that he or she is expected to own pursuant to these Guidelines, and the number of shares that the Covered Person owns (based on the Company’s records). The number of shares that the Covered Person is

expected to own will equal:

- the product of (1) the Covered Person’s stock ownership multiple and (2) his or her base annual salary or Base Director Compensation, as applicable, as of such January 1st

divided by

- the average closing price per share of the Company’s common stock for the 20 trading days immediately preceding such January 1st

If a Covered Person has attained the Stock Ownership Target for the applicable determination year, the Covered Person will be exempt from the retention requirements below for such calendar year (regardless of any change in position or change in annual base salary/Base Director Compensation). So long as a Covered Person is in compliance with the Stock Ownership Target as of the applicable determination date, he or she is permitted to sell or transfer any shares of common stock of the Company owned in excess of such target during the relevant year (subject to securities laws and the Company’s Insider Trading Policy). Such Covered Person’s compliance with the Stock Ownership Target will be tested again on the following January 1st.

Eligible Shares. The following shares of Company common stock, as applicable, count towards each Covered Person’s Stock Ownership Target:

- shares directly owned;
- vested stock awards, including such awards that have been deferred for future delivery;
- shares relating to unvested time-based restricted stock and restricted stock units;
- shares owned jointly with spouse;
- shares held in a trust established by a Covered Person for the benefit of the Covered Person and/or family members;
- shares held by the purchase of stock through an employee stock purchase plan; and
- shares held in a 401(k) or similar qualified or non-qualified retirement plan.

Pledged shares, unearned performance-vesting restricted stock and restricted stock units, and unexercised stock option awards (whether or not vested) do not count towards the Covered Person’s Stock Ownership Target.

Stock Retention Percentages. Until a Covered Person has attained the Stock Ownership Target, he or she is required to retain the percentage of net profit shares from each award on exercise, vesting or earning of an equity award granted at or following the later of the implementation date of these Guidelines or the effective date of the Covered Person’s entrance into his or her respective role as a Covered Person, as set forth below:

Tier I	50% of net profit shares
Tier II	50% of net profit shares
Non-Management Directors	100% of net profit shares

“Net profit shares” means:

- shares received on vesting or earning of restricted stock/restricted stock units, net of shares for taxes; and
- shares received on exercise of stock options, net of shares tendered or withheld for payment of exercise price and shares for taxes.

“Shares for taxes” means, regardless of whether share withholding is actually used:

- the amount of taxes on the income realized by the Covered Person on the vesting, calculated using a 40% maximum marginal tax rate

divided by

- the average closing price of the Company’s common stock for the 20 trading days immediately preceding the vesting, earning or exercise date

Waiver. The Compensation Committee may waive the application of these Guidelines in the event of a Covered Person’s financial hardship.

Retirement Diversification. To the extent deemed appropriate by the Compensation Committee, the Stock Ownership Targets and/or the stock retention percentages may be reduced to facilitate pre-retirement financial diversification.

Modification. These Guidelines may be amended or terminated at any time by the Compensation Committee in its discretion.

Enforcement. The Compensation Committee may consider a Covered Person’s compliance with these Guidelines in connection with compensation decisions, promotion opportunities, etc., to the extent it determines appropriate in its discretion.