

ONTERRIS, INC.

COMPENSATION COMMITTEE CHARTER

1. Members. The Board of Directors (the “**Board**”) of Onterris, Inc. (the “**Company**”) appoints a Compensation Committee of at least three members, consisting entirely of independent directors, and designates one member as chairperson or delegates the authority to designate a chairperson to the Compensation Committee. For purposes hereof, an “independent” director is a director who meets New York Stock Exchange (“**NYSE**”) standards of “independence” for directors and compensation committee members, in each case as determined by the Board. Additionally, members of the Compensation Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). A subsequent determination that any member of the Compensation Committee does not qualify as a “non-employee director” will not invalidate any previous actions by the Compensation Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

2. Purpose, Duties, and Responsibilities. The purpose of the Compensation Committee is to assist the Board in discharging its oversight responsibilities relating to compensation of the Company’s executive officers and directors. Among its specific duties and responsibilities, the Compensation Committee will:

- (a) Oversee the Company’s overall compensation philosophy, policies and programs, and assess whether the Company’s compensation philosophy establishes appropriate incentives for management and employees.
- (b) Assess the results of the Company’s most recent advisory vote on executive compensation and the frequency of such vote.
- (c) Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“**CEO**”), evaluate the CEO’s performance in light of those goals and objectives and determine and approve the CEO’s compensation level based on this evaluation, including annual base salary, short- and long-term incentive awards (including cash-based and equity-based), and other perquisites or personal benefits. The CEO may not be present during voting or deliberations on his or her compensation.
- (d) In determining the long-term incentive component of the compensation of the CEO, the Compensation Committee shall consider, among other factors it deems appropriate from time to time, the Company’s performance against its goals and its relative shareholder return (or other criteria) during such period, as the Compensation Committee may deem appropriate, the value of similar incentive awards to chief executive officers at comparable companies and the awards granted to the CEO in past years.
- (e) Oversee the evaluation of the executive officers other than the CEO and approve the compensation of such other executive officers, including annual base salary, short- and long-term incentive awards (including cash-based and equity-based), and other perquisites or personal benefits, based upon the recommendation of the CEO.
- (f) Administer and make recommendations to the Board with respect to the Company’s incentive compensation and equity-based compensation plans that are subject to Board approval, and administer such plans in accordance with their terms and applicable law or

oversee the activities of the individuals responsible for administering those plans, as applicable.

- (g) Approve the terms and grant of equity awards for executive officers.
- (h) Review and approve the design of other benefit plans pertaining to executive officers.
- (i) Approve, and amend or modify, the terms of other compensation and benefit plans as appropriate or oversee the activities of the individuals responsible for administering those plans, as applicable.
- (j) Review and recommend to the Board employment and severance arrangements for executive officers, including any change-in-control provisions, plans or agreements, retention agreements, severance agreements, consulting arrangements, and supplemental benefits.
- (k) Review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**") and related disclosures that Securities and Exchange Commission ("**SEC**") rules require be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and oversee the preparation of the compensation committee report required by SEC rules for inclusion in the Company's annual report and proxy statement.
- (l) Annually review compliance by executive officers and directors with the Company's stock ownership guidelines.
- (m) At least annually review the form and amount of compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board as appropriate.
- (n) Approve the grant of equity awards, as applicable, to directors in accordance with the director compensation program established by the Board.
- (o) Oversee the assessment of the risks related to the Company's compensation policies and programs applicable to officers and employees, and report to the Board on the results of this assessment.
- (p) At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.
- (q) Oversee the Company's engagement efforts with stockholders on the subject of executive compensation.
- (r) Review, approve and administer the Company's compensation recoupment or clawback policies and review and recommend changes to any such policies to the Board from time to time as appropriate.

- (s) Oversee the Company's strategies and policies related to human capital management, including with respect to matters such as workplace environment and culture, safety, and talent development and retention.
- (t) Annually evaluate the performance of the Compensation Committee and the adequacy of the Compensation Committee's charter.

3. Subcommittees. The Compensation Committee may delegate its duties and responsibilities to one or more subcommittees, consisting of not less than two members of the committee, as it determines appropriate.

4. Outside Advisors. The Compensation Committee will have the authority, in its sole discretion, to retain or obtain the advice of such consultants, outside counsel and other advisors as it determines appropriate to assist it in the performance of its functions, including any compensation consultant used to assist the Compensation Committee in the evaluation of director, CEO or executive compensation. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisors retained by the Compensation Committee, and will receive appropriate funding, as determined by the Compensation Committee, from the Company for payment of compensation to any such advisors and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Compensation Committee's duties. The Compensation Committee will assess the independence of consultants, outside counsel and other advisors (whether retained by the Compensation Committee or management) that provide advice to the Compensation Committee, prior to selecting or receiving advice from them, in accordance with NYSE listing standards.

5. Meetings. The Compensation Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Compensation Committee determines. The majority of the members of the Compensation Committee constitutes a quorum. The Compensation Committee will report regularly to the full Board with respect to its activities.

*Last Amended: April 17, 2026*