

PROPHASE LABS, INC.
COMPENSATION COMMITTEE CHARTER

(Amended and Restated March 29, 2021)

A. Purpose

This charter governs the operations of the Compensation Committee (the “Committee”) of ProPhase Labs, Inc. (the “Company”). The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of executive and director compensation.

B. Committee Membership and Qualifications

The Committee shall consist of two or more directors. Each member of the Committee shall be independent in accordance with the applicable Nasdaq rules and regulations, and the rules and regulations of the Securities and Exchange Commission, if applicable. Each member of the Committee must also qualify as a “non-employee director” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The members of the Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee of the Board. The Board shall designate a member of the Committee as the chairperson. The members of the Committee shall be appointed for one-year terms and 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.

C. Committee Responsibilities

The following shall be the principal recurring responsibilities of the Committee. The responsibilities are set forth as a guide with the understanding that the Committee may supplement them as appropriate including any changes required by them to carry out its duties, including those required by changes in legal or regulatory requirements.

The responsibilities of the Committee shall include:

1. Determining all compensation for the executive officers of the Company, including incentive-based and equity-based compensation. In determining the long-term incentive component of compensation for the Chief Executive Officer (the “CEO”) and other executive officers, the Committee shall consider the Company’s performance and relative stockholder return, the value of similar incentive awards to chief executive officers and other executive officers of the Company at comparable companies, and awards given to the Company’s CEO and other executive officers in past years. The Committee will be provided information for review, but will not be required to or responsible for approving the salaries, incentive and equity awards for employees of the Company's subsidiaries.
2. Reviewing and approving the corporate goals relevant to the compensation of the Chief Executive Officer and other executive officers of the Company and evaluating their performances in light of these goals and objectives.
3. Reviewing, approving and administering incentive-based or equity-based compensation plans

in which the CEO and other executive officers participate.

4. Approving all employment, severance, or change-in-control agreements, special or supplemental benefits, or provisions including the same, applicable to the CEO and other executive officers.
5. Periodically reviewing and advising the Board concerning both regional and industry-wide compensation practices and trends in order to assess the adequacy and competitiveness of the Company's compensation programs for the CEO and other executive officers and directors relative to comparable companies in the Company's industry.
6. Preparing an annual report on executive compensation for inclusion in the Company's proxy statement for the annual meeting of stockholders, in accordance with applicable rules and regulations.
7. Reviewing the Committee's own structure, processes and membership requirements.
8. Performing such other duties as may be requested by the Board or as the Committee shall deem appropriate.

D. Outside Advisors

The Committee shall have the authority, in its sole discretion, to obtain advice and seek assistance from consultants, legal counsel, accounting or other advisors as appropriate to perform its duties hereunder and to determine the terms, costs and fees for such engagements. Without limitation, the Committee shall have the authority to retain or terminate any consulting firm used to evaluate executive or director compensation, and to determine and approve the terms of engagement the fees and costs for such engagements.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

E. Meetings

The Committee shall meet at least two times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

E. Reports

The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate.

F. Annual Charter Review

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

G. Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter. The Committee shall conduct this evaluation in such manner as it deems appropriate.