

ABEONA THERAPEUTICS INC.

COMPENSATION COMMITTEE CHARTER

Charter

This charter governs the operations of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Abeona Therapeutics Inc. (the “Company”). The Committee shall review the adequacy of this charter at least annually and recommend any proposed changes to the Board for its approval, although the Board shall have sole authority to amend this charter. The Company shall make this charter available on its website at www.abeonatherapeutics.com.

Purpose

The Committee shall discharge the overall responsibility of the Board relating to executive compensation, including incentive compensation and equity-based compensation plans, and to produce an annual compensation report for inclusion in the Company’s annual proxy statement, as required by the rules of the Securities and Exchange Commission (“SEC”).

Membership

The Committee shall consist of at least three directors appointed by the Board, each of whom shall satisfy the applicable independence requirements of Nasdaq and the rules and regulations of the SEC.

The Committee shall be appointed by the Board, based on recommendations of the Nominating and Corporate Governance Committee of the Board. Committee members shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time. The Board shall designate a member of the Committee as the chairman.

Meetings and Consultants

The Committee shall meet as often as it shall determine is necessary or appropriate to carry out its responsibilities, but not less frequently than annually. The Committee shall have the authority, in its sole discretion, to select, retain and terminate such compensation consultants, outside counsel and other advisors (“Consultants”) to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall set the compensation, and oversee the work, of the Consultants. The Committee may invite such Consultants to attend meetings of the Committee or to meet with any members of the Committee. The Committee shall have the sole authority to approve the fees and retention terms relating to such Consultants, which fees shall be borne by the Company. The Committee shall not be required to implement or act consistently with the advice or recommendations of any Consultants to the Committee, and the authority granted in this

charter shall not affect the Committee's ability or obligation to exercise its own judgment in fulfillment of its duties under this charter.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- To review and approve on an annual basis the corporate goals and objectives applicable to the compensation of the chief executive officer ("CEO"). The Committee shall evaluate, at least once a year, the chief executive officer's performance in light of these established goals and objectives, and based upon these evaluations set the chief executive officer's annual compensation, including salary, bonus, incentive and equity compensation. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Securities Exchange Act of 1934, as amended. The CEO shall not be present during any voting or deliberations by the Committee on his or her compensation.
- To review and approve on an annual basis the evaluation process and compensation structure for all other executive officers, other than the CEO. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote. The Committee shall evaluate the performance of the Company's executive officers and shall approve the annual compensation, including salary, bonus, incentive and equity compensation, for such executive officers. The Committee also shall provide oversight of management's decisions concerning the performance and compensation of other Company officers. The Committee shall also review any recommendations from the CEO regarding compensation for other executive officers other than the CEO.
- To review, approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, which includes the ability to adopt, amend, and terminate such plans. In reviewing and approving incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.
- To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and annual proxy statement, and produce the Committee report on executive officer compensation required to be included in the Company's annual proxy statement or annual report on Form 10-K.

- To assist the Board in developing and evaluating potential candidates for executive positions, including the chief executive officer, and to oversee the development of executive succession plans.
- To review and approve non-routine employment agreements, severance arrangements and change in control agreements and provisions when, and if, appropriate, as well as any special supplemental benefits.
- To review and approve any loans from the Company to any director or executive officer.
- To monitor compliance with the SEC's rules governing executive compensation disclosure.
- To report to the Board on the Committee's activities.
- To perform any other activities consistent with this charter, the Company's certificate of incorporation and by-laws and applicable law, as the Committee or the Board deems appropriate.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board, including any recommended changes to its duties and responsibilities, charter, or the policies and practices of the Company that are relevant to the duties and responsibilities of the Committee. The Committee shall conduct its evaluation in such manner as it deems appropriate.

Revised: March 14, 2019