

**Viatrix Inc.**

**CHARTER OF THE COMPENSATION COMMITTEE**

**Effective as of November 16, 2020**

**Authority:**

The Board of Directors (the “**Board**”) of Viatrix Inc. (the “**Company**”) has established the Compensation Committee (the “**Committee**”) and has adopted this Committee Charter (this “**Charter**”).

This Charter defines the duties and responsibilities of the Committee.

**Purpose:**

The Committee shall assist the Board in fulfilling its fiduciary responsibilities with respect to director and executive compensation-related matters by fulfilling the duties and responsibilities described in this Charter.

**Definitions:**

For purposes of this Charter, the terms set forth below shall be defined as follows:

- (a) “**Board Compensation**” shall mean cash compensation paid, stock options and other equity-based awards granted, and any other Compensation granted or paid for service as a director of the Company.
- (b) “**CEO**” shall mean the Chief Executive Officer of the Company.
- (c) “**Committee Compensation**” shall mean cash compensation paid, stock options and other equity-based awards granted, and any other Compensation granted or paid to members of the Board for service as members of a Board committee.
- (d) “**Company Compensation Programs**” shall mean compensation programs and plans under which solely the Executive Chair (if applicable), CEO, and/or members of Senior Staff are eligible to receive compensation or which discriminate in favor of the Executive Chair (if applicable), CEO, and/or members of Senior Staff, and that are required by law or approved by the Board or the Committee, including, but not limited to, the following:
  - (i) Incentive plans;
  - (ii) Equity compensation plans;
  - (iii) 401(k) plans;
  - (iv) Profit sharing plans;
  - (v) Deferred compensation plans;
  - (vi) Transition and succession contracts or plans;

- (vii) Change-in-control contracts or plans;
  - (viii) Retirement benefit contracts or plans;
  - (ix) Severance plans; and
  - (x) Employment contracts.
- (e) **“Compensation”** shall mean compensation, including, but not limited to:
- (i) Salary;
  - (ii) Bonus;
  - (iii) Fees;
  - (iv) Deferred compensation;
  - (v) Supplemental compensation;
  - (vi) Stock options, stock appreciation rights and any other equity and equity-based compensation awards;
  - (vii) Payments in connection with a change of control;
  - (viii) Payments resulting from insurance policies;
  - (ix) Retirement benefits;
  - (x) Rights accruing from contracts of employment; and
  - (xi) Remuneration in any other form.
- (f) **“Company Incentive Compensation Plans”** shall mean plans and programs under which the Executive Chair (if applicable), CEO, and/or members of Senior Staff are eligible to receive incentive compensation in addition to salary based upon achieving certain specified business or other objectives in accordance with the terms of the applicable plans, and that are required by law or approved by the Board or the Committee, including any cash or equity incentive compensation plan or program of the Company.
- (g) **“Executive Chair”** shall mean the Executive Chair of the Company, if applicable.
- (h) **“Senior Staff”** shall mean all “officers” of the Company, as defined in Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934, including the **“Named Executive Officers”**, as defined in Item 402(a)(3) of Regulation S-K, other than the Executive Chair and CEO.

### **Membership:**

The Board shall appoint a minimum of three directors to serve on the Committee and shall designate one of the Committee members to serve as the Chair of the Committee, provided that the Board shall not make any appointment or designation unless approved by at least a majority of the independent directors (as defined in the applicable NASDAQ listing standards).

Each member of the Committee shall be independent, as determined in accordance with the rules of NASDAQ and the Securities and Exchange Commission (“SEC”) as in effect from time-to-time.

Each member shall also be a “**non-employee director**” within the meaning of Rule 16b-3, as that Rule may be amended from time-to-time, promulgated under the Securities Exchange Act of 1934, as amended.

Vacancies on the Committee shall be filled by a vote of the Board, provided that the Board shall not fill any vacancy on the Committee unless approved by at least a majority of the independent directors. The Board may remove a member of the Committee, or appoint a member of the Committee, at its discretion, provided that the Board shall not remove any member of the Committee or appoint a member of the Committee unless approved by at least a majority of the independent directors.

Any member of the Committee may resign therefrom at any time by delivering a letter of resignation to the Chair of the Board, with a copy to the Lead Independent Director (if applicable), the Chair of the Committee, and the Secretary of the Company. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective shall not be specified therein, then it shall take effect immediately upon its receipt by the Chair of the Board, unless the Chair of the Board determines otherwise. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **Committee Resources:**

The Committee shall have the authority to select, retain, and supervise any advisors as the Committee deems necessary, in its sole discretion, to fulfill its mandates under this Charter. The Committee also shall have the authority to compensate, at the expense of the Company, such advisors and employ such resources as are necessary to fulfill its mandates under this Charter. Without limiting the foregoing, the Committee also shall have the authority to retain and terminate, in its sole discretion, any compensation consulting firm used by the Committee to assist in the evaluation of director, Executive Chair (if applicable), CEO, and/or Senior Staff Compensation, and shall be responsible for approving any such firm’s fees and other retention terms.

Prior to retaining an advisor, and from time-to-time as the Committee deems appropriate, the Committee shall consider all factors relevant to that advisor’s independence from management, including the following:

- (a) the provision of other services to the Company by the advisor or, if applicable, the person or entity that employs the advisor;
- (b) the amount of fees received from the Company by the advisor or, if applicable, the person or entity that employs the advisor, as a percentage of the total revenue of the advisor or, if applicable, the person or entity that employs the advisor;
- (c) the policies and procedures of the advisor or, if applicable, the person or entity that employs the advisor, that are designed to prevent conflicts of interest;

- (d) any business or personal relationship between the advisor or, if applicable, the person or entity that employs the advisor, and any member of the Committee;
- (e) any stock of the Company owned by the advisor or, if applicable, the person or entity that employs the advisor;
- (f) any business or personal relationship between the advisor or, if applicable, the person or entity employing the advisor, and any executive officer of the Company; and
- (g) any other factor specified in the NASDAQ listing guide or other applicable legal requirements.

The Committee shall conduct the independence assessment with respect to any advisor that provides advice to the Committee, other than:

- (i) in-house legal counsel; and
- (ii) any advisor whose role is limited to the following activities, for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K of the Securities Act of 1933:
  - (A) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors, and that is available generally to all salaried employees; or
  - (B) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the advisor, and about which the advisor does not provide advice.

Nothing herein requires an advisor to be independent; the Committee's responsibility is only to consider the enumerated independence factors before selecting or receiving advice from an advisor. The Committee may select or receive advice from any advisor it prefers, including ones that are not independent, after considering the independence factors enumerated above.

**Committee Meeting and Action:**

- (a) A majority of the members of the Committee may establish rules of procedure in addition to those set forth in this Charter;
- (b) The Committee shall meet a sufficient number of times in order to carry out the requirements of this Charter, but no less than quarterly, and more frequently as needed in its discretion or as requested by the Board;
- (c) Meetings of the Committee shall be scheduled and held at such times and places as agreed upon by the Committee members;
- (d) Meetings may be called by the Chair of the Committee or by a majority of the members of the Committee;
- (e) The Committee may hold meetings in person or via telephone or videoconference;

- (f) A majority of the members of the Committee shall constitute a quorum;
- (g) Any action, other than the establishment of additional rules of procedure for the Committee, adopted by a majority of the Committee members present at a meeting at which a quorum is present, shall be an act of the Committee;
- (h) Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, or by electronic transmission;
- (i) The Committee may, in its discretion, delegate any of its responsibilities to one or more subcommittees of one or more directors who are members of the Committee;
- (j) The Committee shall meet in separate executive sessions periodically (and at least twice annually) during regularly scheduled meetings, without any members of management present; and
- (k) The Committee or its designee shall prepare minutes of each meeting and shall cause such minutes, as approved by the Committee, to be made available for review by any member of the Board.

**Duties and Responsibilities:**

The Committee shall, in addition to any other duties or responsibilities the Board may from time-to-time delegate to the Committee, have the following duties and responsibilities:

- (a) If applicable, review and approve, and recommend to the independent members of the Board for approval, corporate goals and objectives relevant to the Compensation of the Executive Chair, evaluate the Executive Chair's performance in light of those goals and objectives, and determine and provide recommendations to the independent members of the Board with respect to the Executive Chair's Compensation (provided that the Executive Chair may not be present during voting or deliberations on his or her respective Compensation)
- (b) Review and approve, and recommend to the independent members of the Board for approval, corporate goals and objectives relevant to the Compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives, and determine and provide recommendations to the independent members of the Board with respect the CEO's Compensation (provided that the CEO may not be present during voting or deliberations on his or her respective Compensation);
- (c) Review and approve corporate goals and objectives relevant to each Senior Staff member's Compensation, evaluate each such Senior Staff member's performance in light of those goals and objectives, and determine and approve the Compensation of each such Senior Staff member;
- (d) In approving, or recommending to the members of the Board for approval, Compensation pursuant to sections (a)-(c) above, the Committee may consider, in addition to any

corporate goals and objectives specific to the individual executive, pay for performance, alignment with long-term stockholder interests, promotion of Company strategic goals, maintenance of the appropriate level of fixed and at-risk compensation, remaining competitive with companies within the Company's peer group, competition for executive talent, internal pay equity, an executive's leadership and mentoring skills and contributions, talent management, the executive's contributions to establishment or execution of corporate strategy, retention, recognition of individual performance and contributions, compliance with the Code of Business Conduct and Ethics, Company policy and applicable law, and/or any other factors determined by the Board or the Committee to be in the interests of the Company;

- (e) The Committee should consult with the Chair of the Board or the Executive Chair (if applicable), CEO, and/or, in its discretion, other officers as appropriate in fulfilling its duties regarding Compensation;
- (f) Provide recommendations to the Board with respect to Board Compensation, Committee Compensation, and any equity compensation plans for directors to be approved by stockholders to the extent required to be approved under applicable law;
- (g) Exercise oversight of, and provide recommendations to the Board as appropriate regarding applicable Company Compensation Programs and Company Incentive Compensation Plans, including, without limitation, regarding the adoption, amendment or rescission of any such program or plan, reviewing any such program or plan, and taking actions the Committee deems necessary or appropriate with respect to such program or plan;
- (h) Recommend to the Board any policies or requirements to be implemented for employment or service contracts for the Executive Chair (if applicable), CEO, and/or Senior Staff;
- (i) Recommend to the Board share ownership policies for the Executive Chair (if applicable), the CEO, Senior Staff, and directors;
- (j) At least annually, review with management and the Committee's external compensation consultant the relationship between the Company's compensation policies and practices and the Company's risk management with respect to compensation-related matters;
- (k) Review with management the compensation and benefits-related disclosures in Annual Reports on Form 10-K and/or proxy statements (including the disclosures in the Compensation Discussion and Analysis section of the Company's Annual Report on Form 10-K and/or proxy statement (the "CD&A")) to be filed by the Company, and recommend to the Board whether the CD&A shall be included in the appropriate regulatory filings as required by the rules and regulations of the SEC;
- (l) Annually report to the Board that the Committee has complied with section (j) above, in accordance with applicable rules and regulations of the SEC, for inclusion of the CD&A in the Company's Annual Report on Form 10-K and/or proxy statement;

- (m) In its discretion, the Committee may request information from management about any other compensation programs, plans or arrangements, including any incentive compensation plans, for any officers or employees of the Company;
- (n) Monitor trends and developments in the areas of Board, executive, and other relevant compensation practices;
- (o) Regularly report on its meetings, actions and recommendations to the Board or as otherwise requested by the Board;
- (p) Review its performance and this Charter annually and recommend any proposed Charter changes to the Board; and
- (q) From time-to-time review reports from management regarding pay equity, human capital management, and succession planning.

**Conflicts Between Documents:**

Any conflict between the terms of this Charter and the terms of a Plan or contract shall be resolved in favor of the terms of that particular Plan or contract.

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein, except where such action is required by applicable law or NASDAQ listing standards to be taken by the Committee.