

COMPENSATION COMMITTEE CHARTER

ONWARD MEDICAL N.V.

INTRODUCTION

Article 1

- 1.1** This charter, together with the relevant provisions of the Board Rules, govern the organisation, decision-making and other internal matters of the Committee. In performing their duties, the Committee Members shall comply with this charter and the relevant provisions of the Board Rules.
- 1.2** This charter shall be posted on the Website.

DEFINITIONS AND INTERPRETATION

Article 2

- 2.1** Unless otherwise defined in this charter, capitalised terms shall have the meanings ascribed to them in the Board Rules.
- 2.2** Without prejudice to Article 2.1, the following definitions shall apply in this charter:
- | | |
|---------------------------|---------------------------------------|
| Article | An article of this charter. |
| Board | The Company's board of directors. |
| Board Rules | The internal rules of the Board. |
| Committee | The Company's compensation committee. |
| Committee Chairman | The chairman of the Committee. |
| Committee Member | A member of the Committee. |
| Company | ONWARD Medical N.V. |
- 2.3** Terms that are defined in the singular have a corresponding meaning in the plural.
- 2.4** Words denoting a gender include each other gender.

COMPOSITION

Article 3

- 3.1** The Committee consists of at least two Non-Executive Directors.
- 3.2** The Committee Members shall be appointed and dismissed by the Board.
- 3.3** More than half of all Committee Members shall be independent within the meaning of the Dutch Corporate Governance Code.

- 3.4** The Committee shall elect a Committee Member to be the Committee Chairman. The Committee may dismiss the Committee Chairman, provided that the Committee Member so dismissed shall subsequently continue his term of office as a Committee Member without having the title of Committee Chairman.
- 3.5** The Committee Chairman shall not be a former Executive Director.

DUTIES AND ORGANISATION

Article 4

- 4.1** The Board may allocate from time to time certain of its tasks and duties to the Committee pursuant to a resolution to that effect. The Committee can validly pass resolutions in respect of matters which fall under the tasks and duties allocated to the Committee. The Board shall at all times remain authorised to exercise the tasks and duties allocated to the Committee.
- 4.2** The Committee is charged with, and shall be able to pass resolutions relating to, the following matters:
- a.** submitting proposals to the Board concerning changes to the Company's compensation policy, as relevant; and
 - b.** submitting proposals to the Board concerning the compensation of individual Directors, at least covering:
 - i.** the compensation structure;
 - ii.** the amount of the fixed and variable compensation components;
 - iii.** the applicable performance criteria;
 - iv.** the scenario analyses that have been carried out;
 - v.** the pay ratios within the Company's group;
 - vi.** the views of the Director concerned with regard to the amount and structure of his own compensation;
 - c.** the preparation of the Company's compensation report for the Board.
- 4.3** The Committee shall meet as often as it determines is appropriate to carry out its responsibilities and each meeting shall be presided over by the Committee Chairman and, in the absence of the Committee Chairman, one of the other Committee Members shall be designated as the acting chair of the meeting.
- 4.4** The Committee may delegate all or part of its authority to subcommittees or to the Committee Chairman.
- 4.5** The Committee shall regularly report on its deliberations and findings to the Board.
- 4.6** At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation. The Committee shall also review and assess the adequacy of this charter

at least annually and recommend any proposed changes to the Board.

AMENDMENTS AND DEVIATIONS

Article 5

Pursuant to a resolution to that effect, the Board may amend or supplement this charter and allow temporary deviations from this charter, subject to ongoing compliance with applicable law and stock exchange requirements.

GOVERNING LAW AND JURISDICTION

Article 6

This charter shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this charter shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.