

## **OptiNose, Inc.**

### **Compensation Committee Charter**

#### **Purpose**

The Compensation Committee (the “Committee”) shall report to and assist the Board of Directors (the “Board”) of OptiNose, Inc. (the “Company”). The purpose of the Committee is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers.

The Compensation Committee shall seek to ensure that the Company structures its compensation plans, policies and programs as to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company and to promote the success of the Company’s business. In reviewing and approving the Company’s overall executive compensation program, if applicable, the Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

#### **Membership of the Committee**

The Committee shall be comprised of three or more non-executive members of the Board, each of whom shall be “independent” under the rules, regulations and standards of the NASDAQ Capital Stock Market LLC (“NASDAQ”); provided, however, that the Company may avail itself of the exemption provided to “controlled companies,” for such time as the Company qualifies as a “controlled company,” as well as any other phase-in periods and other exemptions permitted under applicable rules, regulations and standards once the Company ceases to be a “controlled company.” In addition, each member of the Committee shall qualify as a “non-employee director” for purposes of Rule 16b-3 of the Securities Exchange Act, as amended. In addition, no member may be a part of a compensation committee interlock within the meaning of Securities and Exchange Commission (“SEC”) Regulation S-K. Members shall be appointed and may be removed by the Board, with or without cause. The Board shall appoint one of the members of the Committee as Chairperson. The Chairperson shall, in consultation with the Committee members, determine the schedule and frequency of meetings of the Committee, chair all meetings of the Committee and perform such other activities as from time to time are requested by the other Committee members or as circumstances dictate. The Committee may form and delegate authority to subcommittees when appropriate. Subject to applicable law and NASDAQ rules, the Chairperson may represent the entire Committee, as a subcommittee, with respect to functions of the Committee undertaken between meetings. Any actions of a subcommittee shall be presented to the full Committee at its next scheduled meeting.

#### **Meetings of the Committee**

The Committee shall meet at least three times each year. The Committee is 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 shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee may, in its discretion, invite to any meeting other directors of the Company, members of the Company's management or any other person, including, without limitation, outside counsel or consultants, whose presence the Committee believes to be desirable and appropriate.

### **Committee Authority and Responsibilities**

The Committee shall have the following authority and responsibilities:

#### *General Compensation and Benefits*

1. The Committee shall periodically review general compensation and benefit programs of the Company.

#### *Executive Compensation*

1. The Committee shall at least annually (a) review and recommend for approval by the Board the corporate goals and objectives relevant to the compensation of the CEO, and (b) evaluate the CEO's performance in light of those goals and objectives, and (c) recommend for approval by the Board, the CEO's compensation level, including the CEO's base salary, bonus, incentive compensation levels, equity compensation, special or supplemental benefits or payments and other forms of compensation and any employment agreement, consulting arrangement, severance or retirement arrangement or change of control agreement or provision covering the CEO. The CEO shall not be present during the voting or deliberations by the Compensation Committee on his/her compensation.
2. The Committee shall at least annually review, with input from the CEO, the performance of the other executive officers of the Company and set their compensation levels, including base salary, bonus, incentive compensation levels, equity compensation, special or supplemental benefits or payments and other forms of compensation and any employment agreement, consulting arrangement, severance or retirement arrangement or change of control agreement or provision covering such officers. The Compensation Committee may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, the compensation of other executive officers.
3. The Compensation Committee shall review and make recommendations to the Board with respect to the adoption or amendment of incentive-compensation and equity-based plans.
4. The Compensation Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority

to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter, any such plan or a resolution of the Board, the Compensation Committee shall not be authorized to amend any such plan. To the extent permitted by and consistent with applicable law and the provisions of a given equity-based plan, the Compensation Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Compensation Committee, or a majority of the independent directors serving on the Board, shall approve any inducement awards to be granted in reliance on the exemption from stockholder approval contained in NASDAQ Rule 5635(c)(4).

5. Oversee the Company's policies on structuring compensation programs for executive officers to, where determined appropriate, preserve tax deductibility.
6. Review and recommend to the Board for approval the appropriate structure and amount of compensation of the Company's directors, including all forms of cash compensation paid to Board members and the grant of all forms of equity compensation provided to Board members.
7. Oversee the Company's compliance with the rules and regulations of the SEC and NASDAQ related to stockholder approval of certain executive compensation matters and equity compensation plans.
8. Review and discuss with management the "Compensation Discussion and Analysis" section of the Company's proxy statement (when required by the rules and regulations of the SEC to be included therein) and based on that review, determine whether or not to recommend to the Board that the "Compensation Discussion and Analysis" be included in the proxy statement, Form 10-K or other document, in accordance with applicable SEC rules and regulations.
9. Prepare and approve the "Compensation Committee Report" section of the Company's proxy statement (when required by the rules and regulations of the SEC to be included therein).
10. Consider and implement policies with respect to oversight, assessment and management of risks associated with the Company's compensation policies.

#### *Committee Performance*

1. Conduct an annual evaluation of its performance in fulfilling its duties and responsibilities under this Charter.
2. At least annually, review and assess the adequacy of this Charter and recommend any proposed modifications to the Board.

## **Advisors**

The Committee shall have the sole power to select, retain and terminate any compensation consultants, independent legal counsel and other advisors, including the sole authority to approve their fees and other retention terms. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Committee shall not select or obtain advice from any such expert, outside consultant, external legal, accounting, compensation or other advisor without first taking into consideration the factors relevant to such advisor's independence specified in NASDAQ Listing Rule 5605(d)(3) and considering and addressing any conflicts of interest between the Company and such advisor, which would require disclosure pursuant to Item 407(e)(3)(iv) of Regulation S-K (or any successor disclosure item); provided, however, that the Company may avail itself of the exemptions provided to "controlled companies" for such time as the Company qualifies as a "controlled company." The fees, expenses or compensation owed to any person retained by the Committee and any ordinary administrative expenses of the Committee incurred in carrying out its duties and responsibilities shall be borne by the Company.

Last Updated: March 1, 2019