

## SALUDA MEDICAL, INC.

### COMPENSATION COMMITTEE CHARTER

#### A. PURPOSE

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Saluda Medical, Inc. (the “*Company*”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors.

#### B. STRUCTURE AND MEMBERSHIP

1. Number. The Committee should consist of at least three members of the Board.
2. Independence. A majority of the members of the Committee must be directors who qualify as an “Independent Director” under the Company’s Board Charter (“Independent Director”). If the Company is included in the S&P/ASX300 index at the beginning of its financial year, the Committee must consist of only non-executive directors for the duration of that financial year, in accordance with the requirements of Listing Rules of the Australian Securities Exchange (“ASX”).
3. Chair. Unless the Board designates a Chair of the Committee, the Committee may designate a Chair by majority vote. The Chair of the Committee should be an Independent Director.
4. Compensation. The compensation of Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove members from the Committee, with or without cause.

#### C. AUTHORITY AND RESPONSIBILITIES

##### *General*

The Committee shall discharge its responsibilities and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment.

##### *Compensation Matters*

1. Executive Officer Compensation. The Committee shall have the authority to review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer (the “*CEO*”). The Committee will evaluate the CEO’s performance in light of these goals and objectives and, based upon this evaluation, will have the authority to review and set, or recommend for approval by the Board, the structure of the compensation program for the CEO. The Committee shall have the authority to review and approve, or recommend for approval by the Board, the compensation of the Company’s other executive officers and in connection with such

review will oversee the evaluation of the executive officers. In establishing such compensation program for the CEO and other executive officers, the Committee may consider such factors as it considers relevant, such as the balance between fixed compensation, short-term incentives and long-term incentives, goals and objectives which are sought to be achieved, compensation practices at comparable companies or within the Company's industry, or changes in compensation practices broadly, at comparable companies or in the Company's industry. The Committee shall meet without the presence of executive officers when approving or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other executive officer compensation. The CEO may not be present during voting or deliberations on his or her compensation.

2. Plan Recommendations and Approvals. The Committee shall have the authority to review and approve, or recommend for approval by the Board, the Company's incentive compensation and equity-based plans and arrangements (the "**Plans**"), and discharge any responsibilities imposed on the Committee by any of the Plans.

3. Employment Agreements. The Committee will review and approve any employment and severance agreements or arrangements for the Company's executive officers.

4. Administration of the Plans. The Committee shall have the authority to exercise all rights, authority and functions of the Board under all of the Plans, including without limitation, the authority to interpret the terms thereof and to grant options and make stock and other equity-based or cash-based awards thereunder, except to the extent the terms of any such Plan require administration by the full Board. To the extent permitted by and consistent with applicable law and the provisions of a given Plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other stock or equity-based awards pursuant to such Plan to employees of the Company or any subsidiary of the Company who are not executive officers or directors of the Company.

5. Director Compensation. The Committee shall have the authority to review and make recommendations to the Board with respect to director compensation (including superannuation arrangements (where applicable), fees, travel, and other benefits) and review retirement and termination payments for directors.

6. Succession Planning. The Committee shall have the authority to evaluate and oversee the Company's succession plans for the CEO and other executive officers, including an emergency succession plan for the CEO.

7. Superannuation. The Committee will regularly review the Company's superannuation arrangements (if any) and the Company's compliance with relevant laws and regulations in relation to superannuation arrangements.

8. Compensation Consultants, Counsel and Other Advisors. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of such compensation consultants, legal counsel and other advisors (independent or otherwise) as the Committee deems necessary or appropriate to carry out its responsibilities. In connection with retaining or obtaining the advice of such consultants, counsel and advisors, other than in-house legal counsel, the Committee shall take into consideration the factors affecting independence set out

in the ASX Corporate Governance Principles and Recommendations (4<sup>th</sup> edition) (“ASX Guidelines”), applicable laws or the Company’s governing documents. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultants, counsel and advisors that it retains. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such consultants, counsel and advisors as established by the Committee.

9. Clawback Policy. The Committee shall have the authority to approve or recommend to the Board the adoption of a “clawback policy” or similar policy or agreement between the Company and the Company’s executive officers, or other employees, including any such policy required by applicable laws, rules and regulations, including applicable Securities and Exchange Commission rules and the Listing Rules of the ASX. The Committee will administer and oversee compliance with any such policies or agreements.

10. Compensation Discussion and Analysis. Committee will oversee management’s preparation of the annual remuneration report for inclusion in the Company’s annual report, and make recommendations to the Board in relation to it. To the extent that the Company is required to include a “Compensation Discussion and Analysis” (“**CD&A**”) in the Company’s Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company’s CD&A and will consider whether it will recommend to the Board that the Company’s CD&A be included in the appropriate filing.

11. Compensation Committee Report. The Committee will prepare the annual Compensation Committee Report, to the extent it is required.

12. Additional Duties. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s governing documents and applicable Listing Rules of the ASX.

#### **D. PROCEDURES AND ADMINISTRATION**

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances.

3. Reports to Board. The Committee shall report regularly to the Board regarding the activities of the Committee.

4. Charter. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for its consideration.

5. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee, or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

6. Self-Evaluation. The Committee shall periodically evaluate its own performance.

Revised and approved by the Board of Directors of Saluda Medical, Inc. on November 5, 2025.