

## **REGENTIS BIOMATERIALS LTD.**

### **COMPENSATION COMMITTEE CHARTER**

The board of directors (the “Board”) of Regentis Biomaterials Ltd. (the “Company”) has constituted and established a compensation committee (the “Committee”) with the authority, responsibility and duties as described in this Compensation Committee Charter (this “Charter”).

This Charter does not derogate from nor supersede, and instead will be read in conjunction with, the terms set forth in the Company’s Compensation Policy for Office Holders (the “Compensation Policy”), to be recommended to the Board by the Committee, and adopted by the Board and the Company’s shareholders in accordance with the requirements set forth in the Israeli Companies Law, 5759-1999 and the regulations promulgated thereunder, as may be amended from time to time (the “Companies Law”). If any term of this Charter contradicts the requirements under the Companies Law relating to the Compensation Policy, or the Compensation Policy itself, then the terms of the Companies Law and the Compensation Policy, as applicable, will prevail.

#### **I. Purpose**

The purpose of the Committee is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s Board members, Chief Executive Officer and other “office holders” (as defined under the Companies Law) and the administration of the Company’s equity incentive plans.

#### **II. Composition**

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of the New York Stock Exchange (the “NYSE”), except as otherwise permitted by applicable NYSE rules, and meet all other eligibility requirements of applicable laws, including the requirements of the Companies Law with respect to external directors, as applicable. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership, subject to the requirements of the Companies Law with respect to external directors, as applicable.

#### **III. Meetings, Procedures and Authority**

The Committee will meet as often as necessary to carry out its responsibilities. 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 Companies Law and the Company's Amended and Restated Articles of Association, as in effect from time to time (the "Articles of Association"). Unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, all meetings of the Committee may be held telephonically, as long as all persons participating in the meeting can hear each other and participate in the discussion. In addition, unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration all factors, including any applicable factors under NYSE rules, relevant to the adviser's independence from management. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

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 Articles of Association, the Companies Law and applicable NYSE rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. Duties and Responsibilities**

1. *Compensation Plans and Policies.* The Committee shall approve and recommend to the Board for its approval a Compensation Policy in accordance with the requirements of the Companies Law as well as recommend to the Board for its approval other compensation policies, incentive-based compensation plans and equity-based compensation plans, as applicable (collectively, the "Compensation Plans and Policies") and oversee the development and implementation of the Compensation Plans and Policies in light of all relevant circumstances and recommend to the Board any amendments or modifications to the Compensation Plans and Policies that the Committee deems appropriate, including as required under the Companies Law.

2. *CEO and Other Executive Officer Evaluation and Compensation.* The Committee will establish annual goals and objectives for the Company's Chief Executive Officer and the other executive officers, which shall be reviewed at least annually. The Committee will oversee an evaluation of the Chief Executive Officer and other executive officers in light of these goals and objectives, in coordination with other Board Committees, as appropriate, and based upon such evaluation, assist the Board in discharging its responsibilities relating to (i) the compensation of

the Company's Chief Executive Officer and other executive officers and (ii) the overall Company's compensation programs.

3. *Director Compensation.* The Committee will periodically review and make recommendations to the Board regarding director compensation.

4. *Certain Transactions.* The Committee will approve transactions regarding office holders' compensation pursuant to Sections 272, 273, and 275 of the Companies Law and exempt a transaction with the Company's chief executive officer from the approval of the general meeting of the Company's shareholders pursuant to Section 272(C1)(3) of the Companies Law.

5. *Incentive and Equity Compensation.* Administer the Company's equity-based compensation plans, including without limitation to approve the adoption of such plans, to amend and interpret such plans and the awards and agreements issued pursuant thereto, and to make awards to eligible persons under the plans and determine the terms of such awards.

6. *Clawback Policy.* The Committee will administer and oversee the Company's compliance with the compensation recovery policy required by applicable SEC and NYSE rules.

7. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

8. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

9. *Review of this Charter.* The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.