

# PROTARA THERAPEUTICS, INC.

## CHARTER OF THE COMPENSATION COMMITTEE

(Effective November 6, 2025)

### PURPOSE AND POLICY

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Protara Therapeutics, Inc. (the “*Company*”) is to assist the Board in fulfilling its responsibilities to:

- (a) oversee the Company’s compensation policies, plans and programs;
- (b) review, approve and/or recommend to the Board the compensation to be paid to the Company’s directors and certain of the Company’s officers (as described below);
- (c) review, discuss with management of the Company and approve the Company’s disclosures contained under the caption “Compensation Discussion and Analysis” or a similar caption for use in any of the Company’s annual reports on Form 10-K, registration statements, proxy statements or information statements; and
- (d) prepare and review the Committee report on executive compensation included in the Company’s annual proxy statement (the “*Committee Report*”) in accordance with applicable rules and regulations of the U.S. Securities and Exchange Commission (the “*SEC*”), as in effect from time to time.

For purposes of this charter, the term “compensation” shall include salary, long-term incentives, bonuses, performance-based cash incentive plans, perquisites, equity incentives, severance arrangements, change of control related arrangements, retirement benefits, tax gross up provisions and other related benefits and benefit plans. The policy of the Committee shall be as follows:

- ***Compensation Structure.*** The Committee shall seek to maintain an overall compensation structure designed to attract, retain and motivate management of the Company and other employees of the Company by providing appropriate levels of risk and reward, assessed on a relative basis at all levels within the Company and in proportion to individual contribution and performance; and
- ***Long-Term Focus.*** The Committee shall seek to establish appropriate incentives for management of the Company to further the Company’s long-term strategic plan and avoid undue emphasis on short-term market value.

The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law, as amended from time to time, or any successor provision.

## COMPOSITION

The Committee shall consist of at least two members of the Board. All members of the Committee shall satisfy the independence requirements of The Nasdaq Stock Market (“*Nasdaq*”) applicable to compensation committee members, as in effect from time to time, including any exceptions permitted by these requirements, and any other independence standards adopted by the Board. At least two of the members of the Committee shall satisfy the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended from time to time (the “*Exchange Act*”), or any successor provision.

The members of the Committee shall be appointed by and serve at the discretion of the Board. Members of the Committee may be removed by the Board at any time with or without cause and any vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson (the “*Chair*”) shall be designated by the Board or, if it does not do so, the members of the Committee shall elect the Chair by vote of a majority of the full Committee.

## MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. Special meetings of the Committee may be called by the Chair or by majority vote of the Committee’s members. The presence in person or by telephone/virtual conference of a majority of the Committee’s members shall constitute a quorum for any meeting of the Committee. The Chair (or in their absence, a member designated by the Chair) shall preside at all meetings of the Committee.

All actions of the Committee will require (a) the vote of a majority of the members of the Committee present at a meeting of the Committee at which a quorum is present or (b) a unanimous written consent of the members of the Committee then serving in lieu of a meeting. Minutes of each meeting will be kept and all such minutes and actions by unanimous written consent will be distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chair shall report to the Board from time to time or whenever so requested by the Board.

## AUTHORITY

The Committee shall have the authority, in its sole discretion, to select, retain, obtain advice or assistance from, approve the compensation and other engagement terms of, and terminate, any legal, accounting or other advisors or consultants, including any compensation consultant to assist in the evaluation of director, chief executive officer or senior executive compensation (each an “*Advisor*”), as it deems necessary or appropriate in the performance of its duties, provided, that to the extent required by the requirements of Nasdaq, the Committee may only retain or receive advice or assistance from an Advisor after considering all factors relevant to such Advisor’s independence, including the factors specified in Nasdaq Listing Rule 5605(d)(3), as amended from time to time, or any successor provision. Although the Committee is required to consider these factors, it is free to retain or receive advice or assistance from an Advisor that is not independent. Additionally, the Committee need not conduct this independence assessment with respect to: (a) in-house legal counsel; or (b) any Advisor whose role is limited to (i) consulting on any broad-

based plan that does not discriminate in scope, terms, or operation in favor of officers or directors of the Company and that is available generally to all salaried employees; or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor and about which the Advisor does not provide advice. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of any such Advisor, and such Advisor shall report directly, and be accountable, to the Committee.

The Company shall provide the Committee with sufficient funding to pay, at the expense of the Company, (a) the compensation of any Advisors retained by the Committee, and (b) ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate to assist the Committee in carrying out its duties.

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge the responsibilities hereunder. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants or investment bankers, or any other advisor or consultant to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its legal, accounting or other advisors and consultants. The approval of this charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

The Committee may form and delegate authority to subcommittees as appropriate, including to, (a) if an exemption from Section 16(b) of the Exchange Act under Rule 16b-3, as amended from time to time, or any successor provision, is desired, a subcommittee composed solely of at least two members of the Committee who are "non-employee directors" under Rule 16b-3 to grant awards of equity securities and to take such other actions as may be necessary or appropriate to qualify transactions in the Company's equity securities under the Rule 16b-3 exemption or (b) if and as permitted by the applicable equity incentive plan and applicable law, a subcommittee comprised of one or more executive officers of the Company, which is delegated the authority to grant awards of equity securities to consultants, advisors or employees of the Company who are not then subject to Section 16 of the Exchange Act.

## **RESPONSIBILITIES**

To implement the Committee's purpose and policies, the Committee shall be charged with the following duties and responsibilities, with the understanding, provided, however, that the Committee may supplement and, except as otherwise determined by the Board or required by applicable law or the requirements of Nasdaq, deviate from these activities as appropriate under the circumstances:

1. ***Overall Compensation Strategy and Policies.*** To be responsible for reviewing, modifying (as needed) and approving (or, if it deems appropriate, making recommendations to the Board regarding) the overall compensation strategy and policies for the Company, including:

- reviewing and approving (or, if it deems appropriate, making recommendations to the Board regarding) corporate performance goals and objectives, which shall support and

reinforce the Company's long-term strategic goals, relevant to the Company's compensation policies, plans and programs;

- reviewing and approving (or, if it deems appropriate, making recommendations to the Board regarding) the adoption of all compensation plans and programs deemed by the Committee to be advisable for the Company, as well as the modification or termination of existing plans and programs;
- overseeing and reviewing (including, if it deems appropriate, with the input of some or all of the other members of the Board) risks associated with the Company's compensation policies, plans and programs and the Company's policies and practices with respect to the assessment and mitigation of such risks;
- reviewing, administering and approving (or, if it deems appropriate, making recommendations to the Board regarding) the Company's incentive and equity-based compensation policies, plans and programs, including reviewing, determining and approving any equity awards or grants pursuant to the terms thereof;
- receiving and reviewing reports regarding regional and industry-wide compensation practices and trends to assess the competitiveness of the Company's executive compensation programs among comparable companies; provided, however, that the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid;
- reviewing and approving (or, if it deems appropriate, making recommendations to the Board regarding) the terms of any employment agreements, severance or similar termination arrangements, change-of-control protections and any other compensatory arrangements (including any material perquisites and any other form of compensation) for the Company's officers, including reviewing and approving (or, if it deems appropriate, making recommendations to the Board regarding) any payments, compensation or other awards under such agreements and arrangements;
- reviewing and approving (or, if it deems appropriate, making recommendations to the Board regarding) any compensation arrangement for any officer involving any subsidiary, special purpose or similar entity;
- considering and, if appropriate, making recommendations to the Board regarding, the establishment of any stock ownership guidelines for executive officers and directors; and
- reviewing and considering the results of any advisory vote on executive compensation, as applicable.

**2. Compensation of Chief Executive Officer.** To annually (a) review, determine and approve (or if it deems appropriate, make recommendations to the Board regarding) the individual and corporate performance goals and objective relevant to the compensation of the Company's Chief Executive Officer; (b) evaluate the Company's Chief Executive Officer's performance in

light of the approved performance goals and objectives; and (c) based on such evaluation, recommend to the Board for determination and approval the compensation and the other terms of employment of the Company's Chief Executive Officer. In making recommendations to the Board for determining the long-term incentive component of the Company's Chief Executive Officer's compensation, the Committee may take into consideration the Company's performance and relative stockholder return, the value of similar incentive awards given to chief executive officers of comparable companies, the awards given to the Company's Chief Executive Officer in past years, other elements of the Company's Chief Executive Officer's compensation including total compensation and such other criteria as the Committee deems advisable. The Company's Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation.

**3. Compensation of Other Officers.** To annually (a) review, determine and approve (or, if it deems appropriate, recommend to the Board for determination and approval) the individual and corporate performance goals and objectives relevant to the compensation of the Company's other officers (as that term is defined in Section 16 of the Exchange Act and Rule 16a-1 thereunder) that are periodically established; and (b) review, determine and approve the compensation (or, if it deems appropriate, recommend to the Board for determination and approval) the compensation and other terms of employment of each such officer, taking into consideration the officer's success in achieving his or her individual performance goals and objectives and the corporate performance goals and objectives deemed relevant to the officer as established by the Committee or the Board.

**4. Compensation of Non-Employee Directors.** To periodically review and recommend to the Board for determination and approval the type and amount of compensation to be paid or awarded to non-employee members of the Board, including consulting, retainer, Board meeting, committee and committee chair fees, equity incentives, and any deferred compensation arrangements or similar programs.

**5. Administration of Benefit Plans.** To review and approve (or, if it deems appropriate, make recommendations to the Board regarding) the adoption, amendment and termination of the Company's stock option plans, stock appreciation rights plans, retirement and profit sharing plans, incentive plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans and similar programs. The Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, and exercise such other power and authority as may be permitted or required under such plans.

**6. Clawback Policy.** To review and administer the Company's clawback policy for current and former executive officers of the Company.

**7. Compensation Discussion and Analysis.** To review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" or a similar caption for use in any of the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements and make recommendations to the Board regarding the inclusion of such disclosures in the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements.

8. **Committee Report.** To prepare, with the assistance of management, the Committee Report.

9. **Management Succession.** To periodically review with the Chief Executive Officer of the Company the plans for succession to the offices of the Company's Chief Executive Officer and other key executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

10. **Conflict-of-Interest Disclosure.** To the extent applicable, review and discuss with management, if appropriate, any conflicts of interest raised by the work of any compensation consultant that had any role in determining or recommending the amount or form of executive or director compensation or was retained by the Committee or management of the Company and how such conflict is being addressed for disclosure in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

11. **Annual Evaluation and Charter Review.** To annually (a) evaluate its performance, in consultation with the Nominating and Corporate Governance Committee and (b) review and assess the adequacy of this charter and recommend any proposed changes to the Board for its consideration and approval.

12. **General Authority.** To perform such other functions and have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing or as delegated by the Board.