

## **Compensation Committee**

### **Charter Organization**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of Onconova Therapeutics, Inc. (the “Company”) is established pursuant to the Bylaws of the Company. The Board of Directors will appoint Committee members and such Committee members shall serve for such term or terms as the Board of Directors may determine or until their earlier resignation or death. The Board of Directors may remove or replace any Committee member at any time. The Board of Directors will also appoint the chairperson for the Committee. The Committee will consist of not less than three directors. All Committee members shall meet the independence requirements of the listing standards of the Company’s principal stock exchange (subject to any applicable exceptions permitted under such listing standards) and any other applicable laws, rules and regulations governing independence. All members of the Committee must also qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

### **Purpose**

The purpose of the Committee is to discharge the Board of Director’s responsibilities relating to compensation of the Company’s executive officers, employees and directors, and relating to the administration of the Company’s equity compensation and incentive compensation and benefit plans generally.

### **Duties and Responsibilities**

The Committee shall have the following specific duties and responsibilities:

- The Committee shall:
  - Review and approve the compensation of the Company’s principal executive officer and other executive officers, including such goals and objectives relevant to the executive officers’ compensation that the Committee, in its discretion, determines are appropriate, evaluate their performance in light of those goals and objectives, and set their compensation based on this evaluation. In determining the compensation of the principal executive officer, the principal executive officer shall not be present at or participate in its deliberations or voting. The Committee shall be entitled to consider the recommendations of the principal executive officer in connection with the compensation of other executive officers and, in the Committee’s discretion, the principal executive officer may be present at or participate in the Committee’s deliberations or voting with respect thereto. Any such review and approval shall occur annually, to the extent the Committee deems necessary or appropriate.
  - To the extent the Committee deems necessary or appropriate, the Committee shall annually review with the principal executive officer and any other officer or member of management, as appropriate, compensation ranges and payout levels for employees below the executive officer level and the material criteria used by

the principal executive officer and management in evaluating employee performance throughout the Company and in establishing competitive compensation, retention, incentive, severance and benefit policies and programs.

- 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. In addition, the Committee will prepare the annual Compensation Committee Report.
- The Committee shall review the compensation of the Company’s directors and recommend changes to the compensation of the members of the Board of Directors. Any such review and recommendation shall occur annually, to the extent the Committee deems necessary or appropriate.
- The Committee shall oversee the administration of, and periodically review and make changes to, the incentive compensation plans, equity-based compensation plans, and any material employee benefit, bonus, severance and other compensation plans of the Company. To the extent permitted by applicable law and the applicable plan, the Committee may delegate to specified executive officer(s) the authority to grant, and make determinations and administer the plan with respect to, equity-based awards under a plan to employees and consultants of the Company who are not officers or directors (within the meaning of in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended).
- The Committee shall perform such duties and responsibilities as may be assigned to the Committee under the terms of any compensation plan of the Company.
- In addition to the specific powers set forth in this charter, the Committee shall have such powers as may be necessary or appropriate for it to efficiently carry out its duties hereunder.

### **General**

- A majority of the Committee shall constitute a quorum.
- The Committee shall meet at least twice each year, and more frequently as it determines necessary, and at such times and places as it deems appropriate.
- The Committee shall regularly update the Board of Directors about its activities and recommendations.
- The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other advisor.
- The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Committee.
- The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other advisor retained by the Committee.
- The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Committee, other than in-house legal counsel, only after

taking into consideration the applicable factors under the rules of the Company's principal stock exchange.

- The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K promulgated under the Securities Act of 1933, as amended.
- The Committee shall review and assess the adequacy of this charter annually and recommend changes to the Board of Directors. The Board of Directors must approve any amendments to this charter.
- The Committee must periodically perform an evaluation of the performance of the Committee.
- The Committee shall have full access to all books and records of the Company in carrying out its duties under this charter.

Effective as of the date adopted by the Board of Directors on March 23, 2022.

Last Updated: March 23, 2022.