

## **COMPENSATION COMMITTEE CHARTER**

### **AQUESTIVE THERAPEUTICS, INC.**

#### **PURPOSE**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Aquestive Therapeutics, Inc. (the “Company”) is established by the Board pursuant to the Company’s Bylaws to: (i) establish appropriate compensation practices for the Company and (ii) determine the compensation and other benefits for the Company’s executive officers.

#### **COMMITTEE MEMBERSHIP**

The Committee will consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of The Nasdaq Stock Market, Inc. (“NASDAQ”) and qualify as a “non-employee director” under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (“Exchange Act”). Members of the Committee, including a Committee Chair, shall be appointed, and may be removed, with or without cause, by the Board on the recommendation of the Nominating and Governance Committee. The Board, on the recommendation of the Nominating and Governance Committee, shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below three, or in the event that the Board determines that the number of members on the Committee should be increased.

#### **AUTHORITY**

The Committee shall have the authority and resources necessary to discharge its duties and responsibilities.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to engage and determine funding for independent legal, consulting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of any such advisors, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

## **DUTIES AND RESPONSIBILITIES**

The following are the duties and responsibilities of the Committee, as may be modified by the Board from time to time:

### **Executive Compensation**

- Review and assess the overall compensation structure of the Company and establish the Company's philosophy, objectives, policies and practices in the areas of executive compensation, benefit arrangements, performance evaluations and management development.
- At the Committee's discretion, retain or obtain the advice of any compensation consultant, legal counsel and/or other adviser (collectively, "Compensation Advisers") to assist the Committee in carrying out its responsibilities.
  - The Committee is responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to each Compensation Adviser retained by the Committee.
  - Prior to selecting, or receiving advice from, a Compensation Adviser (other than the Company's in-house legal counsel), the Committee shall conduct the independence assessment required by NASDAQ rules. Although the Committee shall be required to conduct such independence assessment, the Committee shall not be precluded from retaining the services of any Compensation Adviser that it may determine is not independent. Additionally, nothing herein shall affect the Committee's ability to exercise its own judgment in the fulfillment of its duties hereunder or require the Committee to implement or act consistently with the advice or recommendation of any Compensation Adviser.
  - 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.
- Review and approve corporate goals and objectives relating to the compensation of the chief executive officer and other executive officers, evaluate their performance in light of the goals and objectives, and make appropriate recommendations for any improvement in performance. The Committee shall establish the compensation of the chief executive officer and other executive officers based on such evaluation and such other factors as it deems appropriate. The chief executive officer will not be present during voting or deliberations on his or her compensation. In performing the foregoing functions, the Committee Chair may solicit comments from the other members of the Board and shall lead the Board in an overall review of the chief executive officer's performance.
- Determine, review and approve compensation levels of the Company's chief executive officer and other executive officers, including but not limited to annual base salary, annual

cash-based incentive opportunities, equity-based awards and related incentive opportunities, and other forms of compensation that the Committee deems appropriate from time to time in its discretion.

- Administer all equity compensation plans, with full power and authority to make awards thereunder to officers, employees, non-employee members of the Board and other eligible participants for awards under the applicable plan but subject to any express limitation on such authority set forth in the applicable plan document. Recommend amendments to such plans to the Board for its approval. The Committee may delegate authority to specified executive officer(s) to review and approve equity awards to certain non-officer employees as the Committee may specify from time to time in accordance with the plan under which such awards are made and applicable law.
- Adopt and administer all cash incentive compensation plans, pension and profit sharing plans, stock purchase plans, bonus plans, deferred compensation plans, severance plans and other similar programs and otherwise with respect to the participation of executive officers. Authorize and approve amendments to such plans, subject to any requirement for Board or stockholder approval of any such plan or amendment.
- Annually review and recommend the performance measures and targets under any incentive plan for executive officers, as may be established in the Committee's discretion from time to time, and review performance against those measures and targets following the end of the applicable performance period.
- Review and approve employment terms for executive officers, as well as any severance, change in control, indemnification, or other employment or compensation-related agreements or arrangements to be provided to executive officers.
- Review and approve any stock ownership guidelines which may be established for the Company's executive officers in the Committee's discretion and consider from time to time compliance with any such guidelines.
- Review and discuss with management the Compensation Discussion and Analysis ("CD&A") if required to be included in the Company's proxy statement and Annual Report on Form 10-K ("Form 10-K") under the rules and regulations of the Securities and Exchange Commission ("SEC") and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be so included. Approve the Committee's report for inclusion in the Company's proxy statement and Form 10-K if and as required under SEC rules and regulations.
- Review and consider the results of the most recent stockholder advisory vote on executive compensation required by Exchange Act Section 14A ("Say-on-Pay Vote"), if required.
- Oversee the Company's submissions to stockholders on executive compensation matters, including Say-on-Pay Votes and the frequency of such votes, and equity plans and amendments to such plans.

- Oversee, with the assistance of the Company's human resources department and other personnel, the Company's compensation plans, programs and practices and determine whether there exists a reasonable likelihood that one or more of those plans, programs or practices present risks that could have a material adverse effect upon the Company or could otherwise encourage participants to engage in unnecessary or excessive risk-taking and, to the extent deemed necessary, approve and oversee risk management with respect to the compensation plans.

### **Non-Employee Director Compensation**

- Review on a periodic basis the cash, equity and other compensation provided to non-employee directors and recommend such compensation and any changes to the Board for its approval.
- Review and approve any stock ownership guidelines which may be established for the Company's non-employee directors in the Committee's discretion and consider from time to time compliance with any such guidelines.

### **Other Duties**

- Review and consider the compensation and compensation programs of other non-executive employees of the Company that the Committee may specify from time to time, and delegate authority to specified executive officer(s) to review and approve the compensation of other non-executive officer employees.
- Review and assess the adequacy of this charter annually, or more often as circumstances dictate, and recommend any proposed changes to the Board for approval.
- Perform an evaluation of the Committee's performance of its duties under this charter on an annual basis.
- Make regular reports to the Board with respect to its activities.
- Exercise any other responsibilities delegated to the Committee by the Board from time to time.

### **MEETINGS AND PROCEDURES**

The Committee shall meet at least two times each fiscal year, and may hold additional meetings in person or telephonically as often as may be necessary or appropriate, at the discretion of the Committee Chair. Prior to each meeting, the Committee Chair will circulate the agenda for the meeting to the Committee. When appropriate, the Committee may meet in separate executive sessions with management, employees, legal counsel or other advisors to discuss matters that the Committee or the other groups believe warrant Committee attention and may also request that any such advisors attend meetings of the Committee.

The operation of the Committee will be subject to the provisions of the Company's Bylaws and the Delaware General Corporation law, each as in effect from time to time.

Minutes of each meeting shall be prepared under the direction of the Committee Chair and circulated to each member of the Committee for review and approval, and then circulated to the members of the Board who are not members of the Committee. The Secretary of the Company shall archive the approved minutes.