

COMPENSATION COMMITTEE CHARTER
OF CIBUS, INC.

Adopted July 7, 2017
Last Amended May 31, 2023

I. Mission

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Cibus, Inc. (the “Company”), was formed for the purpose of assisting the Board in discharging its responsibilities for Company’s executive officer compensation and benefits policies, evaluating executive officer performance and compensation, developing the Company’s management succession plan, and compensation of the Company’s non-employee directors for service on the Board and its committees.

To fulfill its mission, the Committee will have the following responsibilities:

- Review and approve the Company’s overall compensation philosophy for the compensation of the Company’s Chief Executive Officer and other executive officers;
- Develop, approve, and implement compensation policies and programs for the Company’s Chief Executive Officer and the other executive officers;
- Oversee and administer the Company’s equity compensation plans, including review and approval of any grants or awards thereunder;
- Review and approve of all cash- and equity-based incentive compensation plans or programs in which any executive officer or director of the Company is or will be a participant;
- Periodically oversee a risk assessment of the Company’s incentive compensation or performance based arrangements, evaluate potential compensation policies or practices to mitigate such risk, and discuss with the Board whether such plans and programs are designed in a manner that creates incentives for employees to take inappropriate or excessive risk;
- Review and approve the annual compensation, including salary, bonus, incentive, and equity-based compensation, to the Company’s Chief Executive Officer and all other executive officers;
- Review and approve the performance goals or objectives for Company’s Chief Executive Officer and all other executive officers in its discretion;
- Annually evaluate the performance of the Chief Executive Officer and other executive officers in light of the those performance goals and objectives and any other factors the Committee deems appropriate and approve awards or payments relating to performance goals or objectives;

- Review and approve all proposed employment arrangements with any executive officer of the Company, including employment agreements, change in control agreements, severance arrangements, retirement plans, perquisite programs, fringe benefits, and special or supplemental benefits for executive officers;
- Approve the compensation of the Company’s directors for service on the Board or its committees, including any cash retainer, Board meeting, committee and committee chair fees, and any stock option grants or other equity awards and any benefit plans for such directors and any changes to such plans, consistent with any applicable requirements of the listing standards and applicable laws for independent directors and including consideration of cash and equity components;
- Oversee and administer the Company’s incentive compensation, deferred compensation, profit sharing, equity-based compensation and supplemental retirement plans for employees or any other plans adopted by the Board that contemplate administration by the Committee, including the approval of participants and awards or benefits thereunder, subject to the terms and conditions of applicable plans and law. Without limiting the foregoing, the Committee’s administrative authority shall include the authority to approve the acquisition by the Company of shares of the Company’s stock from any plan participant;
- Oversee (or provide for the oversight of) broad-based ERISA- governed benefit plans and programs (including any 401K plan) on behalf of the Board and delegate plan administration to management or plan administrative committees as appropriate or as contemplated by the plan documents. The Committee will also review and approve the adoption, termination, or material amendment or change to any such broad-based ERISA-governed benefit plans and programs (including any 401K plan);
- Oversee and evaluate the integration of any of the Company’s ESG goals and milestone into the Company’s executive compensation programs;
- In consultation with the Chair of the Board (if so designated), oversee management development, evaluation, and succession planning, and review these matters with the independent members of the full Board at least annually;
- Review any report of the Committee required to be included in the Company’s filings with the Securities and Exchange Commission and review and discuss with the Company’s management and advisers the compensation and employment related disclosures to be included in the Company’s filings with the Securities and Exchange Commission (including any required compensation discussion and analysis);
- Publish, or cause the Company to publish, the Charter as required by Nasdaq (or successor exchange) rules, applicable law and as otherwise deemed advisable by the Committee. and
- Perform other duties or responsibilities delegated to the Committee by the Board from time to time.

II. Composition

The size of the Committee shall be determined by the Board and shall consist of no fewer than two members, each of whom shall meet the independence requirements set forth in the rules of the Nasdaq Stock Market (“Nasdaq”) and any other requirements imposed by the Company’s bylaws and applicable laws, rules, and regulations. Further, all equity awards to any officer or director shall be made by a committee composed solely of two or more “non-employee directors” as defined in Rule 16b-3(b)(3) of the Exchange Act, which may be the Committee or a subcommittee of the Committee as the Committee may determine appropriate.

In determining whether a Board member is eligible to serve on the Committee, the Board must consider all factors specifically relevant to determining whether the Board member has a relationship to the Company that is material to the Board member’s ability to be independent from management in connection with the duties of a Committee member or that would impair the Board member’s ability to make independent judgments about the Company’s executive compensation. These factors must include but are not limited to (i) the source of compensation of the Board member, including any consulting, advisory or other compensatory fee paid by the Company to the Board member and (ii) whether the Board member is affiliated with the Company, a subsidiary of the Company or any affiliate of the Company or a subsidiary of the Company.

The Board will select the members of the Committee from the Board and each director selected by the Board to serve on the Committee will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

III. Conduct of Meetings

The Committee shall meet as often as it shall determine is necessary. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Minutes are recorded by the Corporate Secretary or any Secretary Pro Tempore appointed by the chair of the Committee. Approval of any matter by a majority of the members present at a meeting at which a quorum is present shall constitute approval of that matter by the Committee. The Committee may also act by unanimous written consent without a meeting. The Committee may form and delegate authority to subcommittees when appropriate.

The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall make regular reports to the Board on the Committee’s activities.

To the extent allowed by applicable law and Nasdaq listing rules, the Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are “non-employee directors” for purposes of Rule 16b-3 promulgated under the Exchange Act.

IV. Annual Review

The Committee will conduct and review annually an evaluation of the Committee's performance with respect to the requirements of this Charter. The Committee will also review the adequacy of this Charter and recommend any changes to the Board. The Committee may conduct this performance evaluation and charter evaluation in such manner as the Committee, in its business judgment, deems appropriate.

V. Outside Advisors and Resources

The Committee may, in its sole discretion, retain or obtain the advice of any consultant, legal counsel, or other adviser. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any consultant, legal counsel and other adviser retained by the Committee. 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 his or her responsibilities hereunder.

In determining to retain any compensation consultant, the Committee shall evaluate whether such compensation consultant has any conflict of interest in accordance with Exchange Act rules. Further, the compensation consultant, independent counsel or any other advisers retained by the Committee shall be independent as determined in the discretion of the Committee after considering the factors specified in Exchange Act rules and any other factors required to be considered by Nasdaq.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation, including, without limitation, usual and customary expenses and charges, to any consultant, legal counsel or other adviser, and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the General Corporation Law of the State of Delaware for good faith reliance by members of the Committee on reports or other information provided by others.