

**WINDTREE THERAPEUTICS, INC.
COMPENSATION COMMITTEE CHARTER**

Effective May 14, 2021

I. PURPOSE

The Compensation Committee (the “Committee”) shall report to and assist the Board of Directors (the “Board”) of Windtree Therapeutics, Inc. (the “Company”). The purpose of the Committee is to review the performance and development of the Company’s management in achieving corporate goals and objectives and to assure that the Company’s executive officers (including the chief executive officer, the “CEO”) and directors are compensated effectively in a manner consistent with the strategy of the Company, competitive practice and stockholder interests, as well as such other matters as directed by the Board or this Charter.

II. MEMBERSHIP

The Committee shall be comprised of at least two members of the Board, or such other number as may be determined by the Board in its sole discretion. Members shall be appointed and may be removed by the Board. All members of the Committee shall be independent directors, as independence is defined in accordance with the rules, regulations and standards of The Nasdaq Stock Market LLC (“Nasdaq”) and all other legal requirements, as determined in the business judgment of the Board. The Board shall designate one member to act as the Chairperson of the Committee. The Chairperson shall chair all meetings of the Committee and perform such other activities as from time to time are requested by the other Committee members or as circumstances dictate. The Committee may form and delegate authority to subcommittees when appropriate, and shall periodically review such delegations.

III. MEETINGS

The Committee shall meet as often as it determines is necessary to carry out its responsibilities under this Charter, and in no event less than three times each year. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee shall maintain written minutes of its meetings. The Committee may act by unanimous written consent in lieu of a meeting. The Committee may, in its discretion, invite to any meeting other directors of the Company, members of the Company’s management or any other person, including, without limitation, outside counsel or consultants, whose presence the Committee believes to be desirable and appropriate. The Committee may exclude anyone with a personal interest in the matters under discussion.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

Compensation Oversight

1. *Executive Compensation Program.* The Committee shall review the Company’s executive compensation program to determine whether the overall program remains competitive and serves its intended purposes. In reviewing the Company’s overall executive compensation program, if applicable, the Committee shall

consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934, as amended. The Committee shall annually review and approve the Company's peer companies and data sources for purposes of evaluating the Company's compensation program competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements, and compensation practices.

2. *CEO Compensation.* The Committee shall annually evaluate the CEO's performance in light of the goals and objectives reviewed by the Committee and recommended to and approved by the Board (which shall be reviewed by the Board quarterly) (the "Corporate-Level Goals"); and (iii) determine and recommend to the Board for approval the CEO's compensation level (including salary, cash and equity-based incentive awards, long-term incentive compensation and any personal benefits) based on this evaluation; the Committee shall not permit the CEO to be present at or participate in its voting or deliberations regarding the CEO's compensation.
3. *Non-CEO Executive Compensation.* The Committee shall annually evaluate executive officers' performance in light of the corporate and division goals and objectives reviewed by the Committee and recommended to and approved by the Board; and (iii) determine and approve such executive officers' compensation level (including salary, cash and equity-based incentive awards, long-term incentive compensation and any personal benefits) based on this evaluation.
4. *Administration of Compensation Plans.* The Committee shall administer, or where appropriate oversee the administration of equity compensation plans and such other compensation and benefit plans as it deems appropriate. It also shall approve, by direct action or through delegation, participation in and all awards, grants, and related actions under the Company's various equity compensation plans. In administering the equity compensation plans, the Committee may determine eligible participants, make awards, modify plans, impose limitations and conditions and take such other actions as it deems appropriate. The Committee shall also have authority to make equity compensation grants outside of the Company's equity compensation plans, to the extent permitted under Nasdaq listing rules.
5. *Development and Modification of Equity Compensation Plans.* The Committee shall oversee the development of new equity compensation plans and revisions to existing plans, and recommend such new plans, or such revisions to existing plans, as the Committee may deem appropriate to the Board for approval, subject to any required stockholder approval.
6. *Employment Agreements.* The Committee shall review and approve the terms of any binding offer letters, employment agreements, severance agreements, termination agreements or arrangements, change-in-control agreements, indemnification agreements and other material agreements executed by the

Company with all executive officers of the Company, except for the CEO, which the Committee shall review and recommend to the Board for approval.

7. *Director Compensation.* The Committee shall review and recommend to the Board the appropriate structure and amount of compensation for the non-employee Board members, including all forms of cash compensation paid to members of the Board and the grant of all forms of equity compensation provided to members of the Board.
8. *Compensation Discussion and Analysis.* The Committee shall review and discuss with management the “Compensation Discussion and Analysis” section of the Company’s proxy statement (when required by the rules and regulations of the SEC to be included therein) and based on that review, determine whether or not to recommend to the Board that the “Compensation Discussion and Analysis” be included in the proxy statement, Form 10-K or other document, in accordance with applicable SEC rules and regulations.
9. *Compensation Committee Report.* The Committee shall prepare an annual report stating it has reviewed and discussed the “Compensation Discussion and Analysis” section with management (when required by the rules and regulations of the SEC to be included therein).
10. *Stock Ownership Guidelines.* If deemed advisable by the Board or the Committee, the Committee shall determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
11. *Regulatory Compliance.* The Committee shall oversee the Company’s compliance with the rules and regulations of the Securities and Exchange Commission (the “SEC”) and Nasdaq related to stockholder approval of certain executive compensation matters and equity compensation plans.
12. *Compensation Risks.* The Committee shall annually review the potential risk to the Company from its compensation programs and policies, including any incentive plans, and determine whether such programs and policies incentivize unnecessary or excessive risk taking.

Other Areas of Responsibility and Authority

1. *Self-Evaluation.* The Committee shall conduct an annual self-evaluation of the Committee’s performance in fulfilling its duties and responsibilities under this Charter.
2. *Review of this Charter.* At least annually, the Committee shall review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

V. ADVISORS AND DELEGATION

The Committee has sole authority to retain and terminate any consultants, independent legal counsel or other advisors, including the sole authority to approve their fees and other retention terms. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Committee shall not select or obtain advice from any such expert, outside consultant, external legal, accounting, compensation or other advisor without first taking into consideration the factors relevant to such advisor's independence specified in Nasdaq Listing Rule 5605(d)(3) and considering and addressing any conflicts of interest between the Company and such advisor, which would require disclosure pursuant to Item 407(e)(3)(iv) of Regulation S-K (or any successor disclosure item).

The Committee may delegate to one or more subcommittees of the Committee, or to one or more officers of the Company, the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company's incentive compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans and applicable law.

VI. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, in each case at the expense of the Company. The Committee shall have sole authority to approve fees, costs, compensation and other terms of engagement of such outside resources and advisors, all of which will be promptly paid by the Company. The Committee shall also have the authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Chairperson shall have the delegated authority to act on behalf of the Committee in connection with (i) approval of the retention of compensation consultants and outside service providers and advisors (including negotiation and execution of their engagement letters) and (ii) as may otherwise be determined 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. The Committee shall have the authority to require that any of the Company's personnel, counsel or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special legal, accounting or other advisors and consultants. The Committee is empowered to investigate any matter brought to its attention and to retain counsel, consultants and other professional advisors as required and to recommend to the Board resolution of any matter brought to its attention.