



**COMPENSATION COMMITTEE CHARTER**  
**OF**  
**RYTHM, INC.**

Adopted: November 6, 2025

The responsibilities and powers of the Compensation Committee (the "Compensation Committee") of RYTHM, Inc. ("Company"), as delegated by the Board of Directors (the "Board"), are set forth in this charter (the "Charter"). Whenever the Compensation Committee takes an action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the Company and its shareholders.

**I. Purpose**

The purpose of the Compensation Committee shall be to assist the Board in determining the compensation of the Chief Executive Officer, the Chief Financial Officer, other executive officers of the Company (collectively, the "Executives"), the Chair of the Board, and for each director on the Board, independent or otherwise. The Compensation Committee shall also make recommendations to the Board with respect to the compensation of the non-Executive officers of the Company and perform the duties described in this charter.

**II. Committee Membership**

- The Compensation Committee shall consist of at least two (2) members of the Board.
- Each member shall meet the independence and experience requirements and standards established from time to time by the Securities and Exchange Commission (the "SEC") and any securities exchange on which the Company's securities are listed or quoted for trading, in each case as amended from time to time. In addition, each member must qualify as a "Non-Employee Director" under Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and satisfy any other regulatory requirements.
- The Board shall elect the members of the Compensation Committee at the first Board meeting practicable and may make changes from time to time.
- The members of the Compensation Committee shall serve until their successors are appointed and qualify.
- The Chair of the Compensation Committee shall preside at each meeting of the Compensation Committee. The Chair shall perform such duties as may from time to time be assigned to the Chair by the Compensation Committee or the Board.

- A Compensation Committee member may resign by delivering his or her written resignation to the Chair of the Board, or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified.
- The Board shall have the power at any time to fill vacancies in the Compensation Committee, subject to such new member(s) satisfying the above requirements.

### **III. Meetings and Procedures**

- The Compensation Committee shall meet at such times as it deems necessary to fulfill its responsibilities, and will meet at least twice per year, with the option of holding additional meetings at such times as it deems necessary or appropriate.
- Meetings of the Compensation Committee shall be called by a majority of the members of the Compensation Committee upon such notice as is provided for in the Company's charter documents with respect to meetings of the Board. A majority of the Compensation Committee members shall constitute a quorum.
- Actions of the Compensation Committee may be taken in person at a meeting or in writing without a meeting. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members of the Compensation Committee present and voting. Actions taken in writing, to be valid, shall be signed by all members of the Compensation Committee. The Compensation Committee shall report its activities from each meeting to the Board, and shall make recommendations to the Board as appropriate.
- A majority of the members of the Compensation Committee may establish, consistent with the requirements of this Charter, such rules as may from time to time be necessary or appropriate for the conduct of the business of the Compensation Committee.
- The Compensation Committee shall have the authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion.

### **IV. Authority and Responsibilities**

The Compensation Committee shall have the following authority and responsibilities:

#### *Executive and Director Compensation*

- The Compensation Committee shall review and approve, or recommend for approval by the Board, the compensation of the Company's Chief Executive Officer (the "CEO") and the Company's other Executives, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. No Executive may be present during voting or deliberations on his or her compensation. In evaluating and determining each Executive's compensation, the Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act, if applicable (the "Say on Pay Vote").

- At least annually review the Company's corporate goals and objectives relevant to the Executives' compensation; evaluate the Executives' performance in light of such goals and objectives; and, either as a Compensation Committee or, together with the other independent directors (as directed by the Board), determine and approve the Executives' compensation level based on this. In determining the long-term incentive component of the Executives' compensation, the Compensation Committee will consider the Company's performance, the value of similar incentive awards to the Executives at comparable companies, the awards given to the Executives in past years and any relevant legal requirements and associated guidance of the applicable law.
- At least annually review and make recommendations to the Board with respect to director compensation to assist the Board in making the final determination as to director compensation.
- Conduct an annual performance review of the CEO.
- Periodically review succession planning, talent development and organizational talent processes, programs and pipelining for senior positions within the Company.
- Review and recommend to the Board compensation plans, policies and programs intended to attract, retain and appropriately reward high performing employees in key positions consistent with the Company's business strategies and objectives for enhanced shareholder value, and the Company's succession plan.
- Make recommendations to the Board regarding approval, disapproval, modification, or termination of existing or proposed employee benefit plans.
- To the extent applicable, review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and executive compensation information, recommend that the CD&A and executive compensation information be included in the Company's Annual Report on Form 10-K and proxy statement, and, if applicable, produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or Annual Report on Form 10-K.
- Review and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change of control, for the CEO and the other Executives, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
- Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate risk.

## *Equity-Based Plans*

- The Compensation Committee shall periodically review and make recommendations to the Board with respect to incentive compensation and equity-based plans that are subject to approval by the Board. In addition, the Compensation Committee, or a majority of the independent directors serving on the Board, shall approve any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company. In reviewing and making recommendations regarding incentive compensation and equity-based plans, including whether to adopt, amend or terminate any such plans, the Compensation Committee shall consider the results of the most recent Say on Pay Vote, if applicable.
- The Compensation Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make other equity awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter, any such plan or a resolution of the Board, the Compensation Committee shall not be authorized to amend any such plan. To the extent permitted by and consistent with applicable law and the provisions of a given equity-based plan, the Compensation Committee may delegate to one or more executive officers of the Company the power to grant options or other equity awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or Executives of the Company.
- The Compensation Committee shall administer the Company's clawback or compensation recoupment policy as in effect from time to time including, without limitation, the authority to interpret the terms thereof, to review covered compensation, to determine the amount of excess compensation, if any, and to determine methods of recoupment.

## **V. Independent Advisors**

- The Compensation Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant or legal counsel as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Compensation Committee shall set the compensation and oversee the work of the compensation consultant. The Compensation Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors.
- The Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties under this Charter.

- The compensation consultant(s), outside counsel and any other advisors retained by, or providing advice to, the Compensation Committee (other than the Company's in-house counsel) shall be independent as determined in the discretion of the Compensation Committee after considering the factors specified in Nasdaq Listing Rule 5605(d)(3)(D). Notwithstanding the foregoing, the Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.
- The Compensation 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. Any compensation consultant retained by the Compensation Committee to assist with its responsibilities relating to executive compensation or director compensation shall not be retained by the Company for any compensation or other human resource matters.

## **VI. Miscellaneous**

- The Compensation Committee shall evaluate its own performance in conjunction with the process outlined by the Governance Committee and report on such evaluation to the Board.
- The Compensation Committee shall review and reassess the adequacy and scope of this Charter annually and recommend any proposed changes to the Board for approval.
- The Compensation Committee shall have other such duties as may be delegated from time to time by the Board.