ENDOVIA HEALTH SCIENCES, INC.
Compensation and Management Resources Committee Charter

Adopted: August 31, 2026 | Last Revised: ________, 2026

Purpose

The Compensation and Management Resources Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Endovia Health Sciences, Inc. (the "Company") to discharge the Board's responsibilities relating to compensation of the Company's executives and other compensation matters. References in this Charter to the "Company" shall mean Endovia Health Sciences, Inc. and its consolidated subsidiaries unless the context requires otherwise.

The Committee shall prepare any compensation committee report required by the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") to be included in the Company's proxy statement for its Annual Meeting of Stockholders.

Committee Membership

At the first meeting of the Board following each Annual Meeting of Stockholders, the Board, after receiving the recommendations of the Nominating and Corporate Governance Committee, shall appoint the members of the Committee and shall designate the Chairperson of the Committee, each to serve at the pleasure of the Board. Committee members shall not have a fixed term. The Committee shall consist of no fewer than two members, including the Chairperson. Each member of the Committee shall be independent under the listing standards of the New York Stock Exchange ("NYSE").

In determining the independence of each Committee member, the Board shall consider all factors specifically relevant to determining whether a Committee member has a relationship with the Company that is material to that member's ability to be independent from management in connection with the duties of a Committee member, including but not limited to:

- the source of compensation of such Committee member, including any consulting, advisory, or other compensatory fee paid by the Company to such Committee member; and
- whether such Committee member is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company.

Procedures

The Committee shall meet as often as it determines necessary, but not less than once a year. A majority of the members of the Committee shall constitute a quorum, and action taken by a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee may act by written consent of all members in lieu of a meeting, to the extent permitted by applicable law, the Company's bylaws, and NYSE listing standards.

The Committee may request any officer or employee of the Company to attend a meeting of the Committee or to meet with any compensation or other consultant to the Committee. After the Committee meets or otherwise takes action, it shall, as soon as practicable, report its activities to the Board.

The Committee may form and delegate authority to subcommittees when determined by the Committee to be necessary or appropriate, provided that each subcommittee shall consist solely of members of the Committee.

Committee Responsibilities and Authority

The Committee shall have the following authority and responsibilities:

1. To review and evaluate at least annually the Chief Executive Officer's (the "CEO") performance in light of established goals and objectives, and to determine and recommend to the Board the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and awards given to the Company's CEO in prior years. The CEO shall not be present during any voting or deliberations by the Committee on the CEO's own compensation. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") if such vote is required by Section 14A of the Securities Exchange Act of 1934 (the "Exchange Act"); this obligation applies only when the Company is subject to such requirement.

2. To review and make recommendations to the Board regarding the compensation of all other executive officers. In evaluating executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote, if applicable.

3. To review and make recommendations to the Board for approval of any employment or consulting agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, including the authority to recommend the adoption, amendment, or termination of such agreements, arrangements, or plans.

4. To 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 any such risk.

5. To review and recommend to the Board the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on such frequency as required by Section 14A of the Exchange Act, and to review and approve proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote for inclusion in the Company's proxy statement, in each case once such matters are required.

6. To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend proposed compensation and benefits to the Board.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually evaluate its own performance and report the results of such evaluation to the Board. The Committee shall coordinate with the Nominating and Corporate Governance Committee on governance matters that intersect with compensation, including committee performance evaluations.

General Compensation Oversight

Compensation Strategy. Periodically, the Committee shall review the compensation strategy of the Company in consultation with the CEO and assess its effect on the achievement of the Company's goals. The Committee shall annually review the compensation of the CEO, other executive officers, and, to the extent the Committee deems appropriate, other employees. The Committee shall review market and industry data as it deems necessary to evaluate compensation.

Administration of Plans. The Committee shall administer, and/or where appropriate oversee the administration of, executive and equity compensation plans and such other compensation and benefit plans as it deems appropriate, subject to the Board's authority to also appoint other committees to administer awards made to non-executive officers. In administering the plans, the Committee may make awards, determine eligible participants, modify plans, impose limitations and conditions, and take such other actions as it deems appropriate.

Stock Ownership Guidelines. The Committee shall establish and periodically review stock ownership guidelines for the officers of the Company.

Compensation and Benefit Plans. Periodically, the Committee shall review and make recommendations to the Board with respect to the adoption of compensation and benefit plans. Notwithstanding the foregoing, the Committee shall have authority on behalf of the Company to adopt, amend, or terminate equity-based compensation plans (other than director plans), including authority related to the issuance of stock thereunder, subject to applicable law and NYSE listing standards. The Committee shall report all material plan adoptions, modifications, or terminations to the Board.

Perquisites. Periodically, the Committee shall review and, where appropriate, modify or make recommendations to the Board regarding perquisites and benefits for the CEO and other executive officers.

Management

Succession Plan. The Committee shall develop, in consultation with the CEO, a management succession plan to be reviewed with the Board at least annually. In the event of a vacancy in the position of CEO, the Committee shall make a recommendation to the Board.

Evaluation of Management. The Committee shall oversee the evaluation of management.

Consultants

The Committee shall be directly responsible for the appointment, compensation, and oversight of any compensation consultant, independent legal counsel, or other adviser retained by the Committee. The Committee may select such a consultant, counsel, or adviser only after taking into consideration all factors relevant to that person's independence from management, including the following factors as required under Rule 10C-1 under the Exchange Act:

- the provision of other services to the Company by the firm that employs the compensation consultant, legal counsel, or other adviser;

- the amount of fees received from the Company by that firm, as a percentage of the firm's total revenue;
- the policies and procedures of that firm designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel, or other adviser with a member of the Committee;
- any stock of the Company owned by the compensation consultant, legal counsel, or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser, or the firm employing the adviser with an executive officer of the Company.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the compensation consultant. The 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 Committee shall set the compensation and oversee the work of outside legal counsel and other advisors. 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 compensation to its compensation consultants, outside legal counsel, and other advisors. The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel, or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

Any compensation consultant, outside counsel, or other advisor retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent as determined by the Committee in its discretion after considering the factors specified in the NYSE listing standards and Rule 10C-1 under the Exchange Act. The 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 is generally available to all salaried employees, or providing information that is not customized for a particular company or is customized based on parameters not developed by the consultant or advisor and about which the consultant or advisor does not provide advice.

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. Any compensation consultant retained by the Committee to assist with responsibilities relating to executive compensation or director compensation shall not be retained by the Company for any other compensation or human resource matters without Committee approval.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Other

The Committee shall be responsible for any other matters expressly delegated to the Committee by the Board from time to time.

Effective as of August 31, 2026.