

**RADNOSTIX INC.**  
**COMPENSATION COMMITTEE CHARTER**

**Effective October 1<sup>st</sup>, 2025**

**Updated December 23<sup>rd</sup>, 2025**

**I. INTRODUCTION**

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Radnostix, Inc. (the “Company”) to: (i) discharge the responsibilities of the Company’s Board of Directors relating to compensation of the Company’s executives; (ii) to produce an annual report on executive compensation for inclusion in the Company’s proxy statement, and (iii) to oversee and advise the Board of Directors of the Company on the adoption of policies that govern the Company’s compensation programs, including stock and benefit plans.

**II. COMMITTEE MEMBERSHIP**

A. Composition

The Committee shall consist of two or more members of the Board. Except as otherwise directed by the Board, a director selected as a Committee member shall continue to be a member for as long as he or she remains a director or until his or her earlier resignation or removal from the Committee. Any member may be removed from the Committee by the Board, with or without cause, at any time.

B. Chair

The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

C. Independence

Each member of the Committee shall be an “independent” director in accordance with the applicable listing standards of the Nasdaq Capital Market (“Nasdaq”) and the Company’s Corporate Governance Guidelines, subject to any exceptions or cure periods that are applicable pursuant to the foregoing requirements and the phase-in periods permitted under the rules of the Nasdaq under which the Committee is required to have only one independent member at the time of listing, a majority of independent members within 90 days of listing and all independent members within one year of listing. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

**III. AUTHORITY**

In discharging its role, the Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain and terminate outside counsel, compensation consultants retained to assist the Committee with the execution of its duties and

responsibilities set forth under this Charter, including, but not limited to, determining the compensation of the chief executive officer or senior executive officers, or other experts or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms.

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 any other advisors.

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

However, the 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 Committee to exercise its own judgment in fulfillment of its duties under this Charter.

#### **IV. COMMITTEE MEETINGS**

The Committee shall meet as often as necessary to carry out its responsibilities, which, following the Company's initial business combination, shall be at least quarterly. The Committee shall establish its own schedule of meetings. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the chief executive officer ("CEO") and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined. The Committee may also act by unanimous written consent of its members.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

#### **V. DELEGATION**

The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the U.S. Securities and Exchange Commission and the Nasdaq.

#### **VI. KEY RESPONSIBILITIES**

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate:

- (a) review the competitiveness of the Company's executive compensation programs to ensure (a) the attraction and retention of corporate officers, (b) the motivation of corporate officers to achieve the Company's business objectives, and (c) the alignment of the interests of key leadership with the long-term interests of the Company's stockholders;
- (b) review trends in management compensation, oversee the development of new compensation plans, and, when necessary, approve the revision of existing plans;

- (c) review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO's performance in light of these corporate goals and objectives, and determine and approve the CEO's compensation based on this evaluation. 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") required by Section 14A of the Exchange Act, if applicable. The CEO cannot be present during deliberations or voting by the Committee concerning the CEO's compensation. The CEO will be reviewed by the chair of the Governance and Nominating Committee acting as the lead independent director. The results of the annual CEO evaluation will be considered in setting CEO salary and other compensation;
- (d) oversee an evaluation of the performance of the Company's other executive officers and approve the annual compensation, including salary, bonus, incentive, and equity compensation, for such executive officers. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote, if applicable;
- (e) review and approve the compensation structure for corporate officers at the level of corporate vice president and above;
- (f) review director compensation for service on the Board and its committees at least once a year and recommend any changes to the Board;
- (g) review and approve 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 in control, for the CEO and other executive officers, which includes the ability to adopt, amend, and terminate such agreements, arrangements, or plans;
- (h) review and discuss with the Board and senior officers plans for officer development and corporate succession plans for the CEO and other senior officers;
- (i) review and approve compensation packages for new corporate officers and termination packages for corporate officers, as requested by management;
- (j) review and make recommendations concerning long-term incentive compensation plans, including the use of equity-based plans, and where appropriate or required, recommend for approval by the stockholders of the Company, which includes the ability to adopt, amend, and terminate such plans. Except as otherwise delegated by the Board of the Company, the Committee will act on behalf of the Board as the "Committee" established to administer equity-based and employee benefit plans, and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans. In reviewing and making recommendations regarding long-term incentive compensation plans and equity-based plans, including whether to adopt, amend, or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote;
- (k) review periodic reports from management on matters relating to the Company's personnel appointments and practices;

- (l) review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's Annual Report on Form 10-K and proxy statement, and produce an annual report of the Committee on executive compensation for the Company's annual proxy statement in compliance with applicable Securities and Exchange Commission rules and regulations and relevant listing authority. The Committee shall not be required to fulfill these responsibilities if the Company is not required to include the CD&A and Committee report in the Company's proxy statement or Annual Report on Form 10-K;
- (m) review the Company's incentive compensation and 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;
- (n) review and recommend to the Board for approval 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 the frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement, if then applicable;
- (o) review this charter at least annually and recommend any proposed changes to the Board for approval;
- (p) obtain or perform an annual evaluation of the Committee's performance of its duties under this charter and present the results of the evaluation to the Board; and
- (q) 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;
- (r) conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter, and recommend to the Board such amendments of this charter as the Committee deems appropriate; and
- (s) report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests and maintain minutes or other records of Committee meetings and activities.

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