

SEASTAR MEDICAL HOLDING CORPORATION
COMPENSATION COMMITTEE CHARTER
(as adopted October 28, 2022)

This Compensation Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of SeaStar Medical Holding Corporation, a Delaware corporation (the “Company”), on October 28, 2022.

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Company’s Board is to provide assistance to the Board in fulfilling its responsibilities by (1) designing, implementing, evaluating, and administering the compensation plans, policies and programs of the Company to attract, motivate and retain personnel with the requisite skills and abilities to enable the Company to achieve superior operating results, (2) reviewing and approving the compensation of the Chief Executive Officer and other executive officers and non-management directors and (3) producing an annual report on executive compensation for inclusion in the Company’s proxy materials in accordance with applicable rules and regulations.

In addition to the specific powers and responsibilities delegated to the Committee in this Charter, the Committee shall also carry out and may exercise any other powers or responsibilities as are assigned by law, the Company’s certificate of incorporation or bylaws or as may be delegated to it by the Board from time to time. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion.

II. Membership

The Committee shall consist of at least two members of the Board, with the exact number to be determined by the Board. Each member of the Committee shall, to the extent required by or deemed advisable under applicable laws or regulations, (1) satisfy the “independence” requirements of the NASDAQ Stock Market (“Nasdaq”) and the Company’s Corporate Governance Guidelines, (2) be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (3) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), and (4) be otherwise free from any relationship that, in the business judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member. Members of the Committee must, in the business judgment of the Company’s Nominating and Governance Committee and the entire Board, have a combination of business and employee-management experience that would be valuable in providing broad direction to the Board on matters related to compensation for officers and directors and advising the Board on executive compensation matters.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee. Vacancies on the Committee will be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. Committee members may be removed from the Committee, with or without cause, by the affirmative vote of the majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary or the Board of Directors (unless the notice specifies a later time for the effectiveness of such resignation).

Unless a Chairman of the Committee is designated by the Board, the Committee may designate a Chairman by a majority vote of the full Committee membership.

III. Meetings and Procedures

The Committee shall meet on a regularly-scheduled basis at least twice annually, with one meeting to be held in each half of the fiscal year, and on such other occasions as the members of the Committee may from time to time determine or as circumstances may dictate. Meetings of the Committee shall be held upon call by the Chairman of the Board or the Chairman of the Committee. A quorum of the Committee shall consist of a majority of the members of the Committee in office at the time of any meeting, present in person or by phone, and the vote of a majority of the members of the Committee present at the time of a vote, if a quorum is present at that time, shall be the act of the Committee except to the extent otherwise required by the Company's certificate of incorporation or bylaws (each as in effect from time to time). The Chairman of the Committee (or in his or her absence, another member designated by the Chairman of the Committee), shall preside at each meeting of the Committee and set the agendas for Committee meetings. Meetings of the Committee may be held by conference call. Unless otherwise restricted by the Company's certificate of incorporation or bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, and the writing or writings are filed with the minutes of the Committee.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee but may not vote and shall not participate in any discussion or deliberation unless invited to do so by the Committee. The Committee may, at its discretion, include in its meetings members of the Company's management, members of the Company's legal, tax and accounting departments and any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. The Chief Executive Officer may attend meetings of the Committee in respect of compensation of other officers and directors, but executive officers may not be present during voting or deliberations of the Committee regarding their respective compensation. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any member of management, other than any non-management director who satisfies applicable independence criteria.

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

Consistent with applicable requirements of the Exchange Act and Nasdaq listing standards, the Committee shall (i) have the authority, in its sole discretion, to retain or obtain the advice of, and terminate, any compensation consultant, legal counsel, or other advisers ("compensation advisers"); (ii) be directly responsible for the appointment, determination of compensation and oversight of the work of any compensation advisers retained by the Committee; (iii) subject to any exceptions under Nasdaq listing standards, undertake an analysis of the independence of each compensation adviser under the independence factors specified in the applicable requirements of the Exchange Act and Nasdaq listing standards, with such analysis to occur prior to selection of such compensation adviser and as appropriate thereafter; and (iv) have such additional authority and responsibility as may be required from time to time under the rules and guidelines under the Exchange Act and Nasdaq listing standards. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the compensation advisers retained by the Committee.

The Chairman shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board or by other directors.

When planning to establish, modify or certify performance targets under bonus plans for senior executives, grant any and all forms of equity compensation, modify or rescind any option, stock or restricted stock grants, or make, modify or rescind loans to employees or directors, the Committee shall consult the Company's legal, tax and accounting departments as may be necessary before taking action.

All adopted plans of compensation or changes to existing plans, whether for executives, directors or other personnel, shall be detailed and attached to the minutes of the appropriate meeting or written actions without meetings. This includes any grants of options or loans made outside of any official Company plan.

IV. Powers and Responsibilities

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight function. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation or listing standard.

The Committee shall be responsible for:

(i) reviewing and, if necessary, revising the compensation philosophy of the Company at least annually, and overseeing the development and implementation of compensation programs aligned with the Company's business strategy;

(ii) obtaining information on market trends in executive compensation and reviewing the competitiveness of the Company's executive compensation programs to ensure (a) the attraction and retention of executive officers; (b) the motivation of executive officers to achieve the Company's business objectives; and (c) the alignment of the interests of executive officers with the long-term interests of the Company's stockholders;

(iii) reviewing and approving corporate goals and objectives relating to the compensation of the Chief Executive Officer and other executive officers, evaluating the performance of the Chief Executive Officer and other executive officers in light of these goals and objectives, and reviewing and approving the compensation of the Chief Executive Officer and other executive officers based on such evaluation;

(iv) recommending to the Board the employment and appointment of executive officers, as well as promotion, removal and other changes in position of incumbent executive officers upon review of their performance;

(v) establishing and administering the Company's incentive and equity-based compensation plans as well as other bonus arrangements (the "Incentive Plans") and approving, or recommending to the Board for approval, amendments thereto;

(vi) approving awards granted under the Incentive Plans and the repurchase of securities from terminated employees;

(vii) reviewing and approving any employment, severance or termination arrangements with any executive officers;

(viii) reviewing and recommending to the Board appropriate compensation programs for service as directors, committee chairs, and committee members, consistent with any applicable requirements of the listing standards for independent directors;

(ix) providing oversight with respect to compensation policies applicable to all employees of the Company, including periodic reviews of the Company's compensation structure, performance review procedures, employee turnover and retention, and other human resource issues;

(x) reviewing employee pension and benefit plans;

(xi) reviewing the grant of perquisite benefits;

(xii) facilitating the Board's review of a succession plan for all senior officers of the Company;

(xiii) reviewing the Company's practices and policies of employee compensation as they relate to risk management and risk-taking incentives, to determine whether such

compensation policies and practices are reasonably likely to have a material adverse effect on the Company;

(xiv) forming subcommittees for any purpose that the Committee deems appropriate and delegating to such subcommittees such power and authority as the Committee deems appropriate, including without limitation forming a subcommittee or delegating authority to the Chief Executive Officer to make non-executive grants under the Company's employee stock purchase plan; provided, however, that no subcommittee will consist of fewer than two members; and provided further that the Committee will not delegate any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole;

(xv) reviewing any employee loans, and monitoring the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits;

(xvi) reviewing and discussing with management of the Company the Compensation Discussion and Analysis ("CD&A"), if required, and based on such discussions, determining whether to recommend to the Board that the CD&A be included in the Company's proxy statement and its Annual Report on Form 10-K;

(xvii) preparing and approving the Report of the Compensation Committee to be included as part of the Company's annual proxy statement; and

(xviii) reviewing the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.

The Committee's review and approval of compensation for officers and directors shall be consistent with the overall company budget established by the Board, and if necessary, the Committee shall consult with the Board with respect to the budgeting process in order to achieve such consistency. The Committee will report all actions and approvals with respect to compensation decisions to the Board.

The Committee's responsibility for managing and reviewing employee benefit plans includes responsibility for general administration, an annual review of the plan, the setting of performance targets when appropriate, and approval of any and all changes, including termination of compensation plans when appropriate.

All annual plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, assessing the performance of the plan's internal and external administrators (if any) and duties that have been delegated to them, and formally adopting any plan changes by resolution of the Committee.

V. Evaluation of Performance of Compensation Committee

The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.