

NIAGEN BIOSCIENCE, INC.

CHARTER OF THE COMPENSATION COMMITTEE

PURPOSE AND POLICY

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Niagen Bioscience, Inc. (the “*Company*”) is to act on behalf of the Board in fulfilling the Board’s responsibilities to: (i) oversee the Company’s compensation policies, plans and programs; (ii) to review, determine and, if the Committee deems appropriate, recommend to the Board for approval the compensation to be paid to the Company’s executive officers and directors; (iii) to the extent applicable, to review, discuss with management and, if the Committee deems appropriate, recommend to the Board for approval and inclusion in the Company’s annual reports on Form 10-K and proxy statements the Company’s disclosures contained under the caption “Compensation Discussion and Analysis” (“*CD&A*”) or a similar caption; and (iv) prepare and review and, if the Committee deems appropriate, recommend to the Board for approval and inclusion in the Company’s proxy statements the annual Compensation Committee Report in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “*SEC*”) as in effect from time to time. The term “*compensation*” shall include salary, long-term incentives, bonuses, performance-based cash incentive plans, perquisites, equity incentives, severance arrangements, change of control arrangements, retirement benefits, tax gross-up provisions and other related benefits and benefit plans. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.

The policy of the Committee, in discharging these obligations, shall be to maintain an overall compensation structure intended to attract, retain and motivate management and other employees by providing appropriate levels of risk and reward, assessed on a relative basis at all levels within the Company and in proportion to individual contribution and performance and to establish appropriate incentives for management to further the Company’s long-term strategic plan and avoid undue emphasis on short-term market value.

COMPOSITION

The Committee shall consist of at least two members of the Board. Each member of the Committee shall satisfy the independence requirements of the Nasdaq Stock Market (“*Nasdaq*”) applicable to compensation committee members, as in effect from time to time, subject to any exceptions permitted by Nasdaq, and any other qualifications determined by the Board or the Nominating and Corporate Governance Committee from time to time. At least two members of the Committee shall satisfy, as determined by the Board from time to time, the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended from time to time (the “*Exchange Act*”). The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be appointed

by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company. The Chair of the Committee shall report to the Board from time to time or whenever requested by the Board. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's bylaws.

AUTHORITY

The approval of this Charter of the Compensation Committee by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein. Each member of 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, including human resources, legal counsel or other personnel assisting in the preparation of the Company's filings with the SEC. The Committee shall have the authority, in its sole discretion, to retain, or obtain advice from, a compensation consultant, internal or outside legal counsel, accounting or other advisers or consultants it deems necessary or appropriate in carrying out its duties. The Committee shall have authority to determine appropriate compensation for any such adviser retained by the Committee, which reasonable compensation shall be funded by the Company. Other reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties are, unless prohibited by Nasdaq Listing Rules or applicable law, permitted.

The Committee may form and delegate authority to subcommittees as appropriate, including but not limited to (1) a subcommittee composed of one or more members of the Committee to grant stock awards under the Company's equity incentive plans to persons who are not then subject to Section 16 of the Exchange Act; or (2) if an exemption from Section 16(b) of the Exchange Act under Rule 16b-3 is desired, a subcommittee composed solely of at least two members of the Committee who are "non-employee directors" under Rule 16b-3 to grant awards of equity securities and to take such other actions as may be necessary or appropriate to qualify transactions in the Company's equity securities under the Rule 16b-3 exemption. Without limiting the generality of the foregoing, the Committee may form and delegate authority to a committee composed solely of employees of the Company to serve as an administrative and/or investment committee, with fiduciary responsibilities under the Employee Retirement Income Security Act of 1974 ("**ERISA**"), with respect to one or more Company plans that are subject to ERISA.

RESPONSIBILITIES

The Committee's procedures should remain flexible to address changing circumstances most effectively. Accordingly, the Committee may supplement and, except as otherwise required by applicable law or the requirements of Nasdaq, deviate from these activities as appropriate under the circumstances:

1. *Overall Compensation Strategy.* The Committee shall review, modify (as needed) and approve the overall compensation strategy and policies for the Company, including:

(a) reviewing and approving, or if it deems appropriate, recommending to the Board for approval, corporate goals and objectives, which shall support and reinforce the Company's long-term strategic goals, relevant to the compensation of the Company's CEO and other executive officers;

(b) evaluating and approving, or if it deems appropriate, recommending to the Board for approval, the compensation plans and programs advisable for the Company, as well as the modification or termination of existing plans and programs;

(c) establishing policies with respect to equity compensation arrangements, with the objective of appropriately balancing the perceived value of equity compensation and the dilutive and other costs of that compensation to the Company;

(d) administering any required or appropriate equity award timing policy;

(e) reviewing regional and industry-wide compensation practices and trends to assess the propriety, adequacy and competitiveness of the Company's executive compensation programs among comparable companies in the Company's industry; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid;

(f) reviewing and approving, or if it deems appropriate, recommending to the Board for approval, the terms of any employment agreements, severance arrangements, change-of-control protections and any other compensatory arrangements (including, without limitation, perquisites and any other form of compensation) for the Company's executive officers;

(g) reviewing and approving, or if it deems appropriate, recommending to the Board for approval, any compensation arrangement for any executive officer involving any subsidiary, special purpose or similar entity, taking into account the potential for conflicts of interest in such arrangements and whether the arrangement has the potential to benefit the Company;

(h) reviewing and considering the results of any shareholder advisory vote on executive compensation;

(i) considering and, if appropriate, establishing and monitoring, a policy designed to encourage executive officers and directors to acquire and hold a meaningful equity interest in the Company;

(j) evaluating the efficacy of the Company's compensation policy and strategy in achieving expected benefits to the Company and otherwise furthering the Committee's policies;

(k) reviewing and evaluating, in coordination with the Nominating and Corporate Governance Committee, the structure and performance of the Company's environmental, social and governance matters related to human capital management and executive compensation, and if it deems appropriate, recommending any proposed changes from time to time to the Board for its consideration; and

(l) adopting, approving or recommending for approval, reviewing, modifying and administering a clawback policy that complies with the requirements of the SEC and the Nasdaq listing standards.

2. *Compensation of Chief Executive Officer.*

The Committee shall review and approve, or if it deems appropriate, recommend to the Board for approval, the individual and corporate goals and objectives of the Company's Chief Executive Officer. The Committee shall evaluate the Chief Executive Officer's performance in light of relevant corporate goals and objectives, including the policy of the Committee and the Chief Executive Officer's performance in:

- fostering a corporate culture that promotes the highest levels of integrity and the highest ethical standards;
- developing and executing the Company's long-term strategic plan and conducting the business of the Company in a manner appropriate to enhance long-term stockholder value;
- achieving any other corporate performance goals and objectives deemed relevant to the Chief Executive Officer as set by the Committee; and
- achieving the Chief Executive Officer's individual performance goals and objectives as established by the Committee or the Board.

Based on its evaluation, the Committee shall determine and approve the compensation or recommend to the Board for determination and approval the compensation and other terms of employment of the Company's Chief Executive Officer. The Company's Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation.

3. Compensation of Other Officers. The Committee shall review, determine and approve, or if it deems appropriate, recommend to the Board for approval, the individual and corporate performance goals and objectives of the Company's other executive officers (as that term is defined in Section 16 of the Exchange Act and Rule 16a-1 thereunder) that are periodically established. The Committee shall determine and approve, or if it deems appropriate, recommend to the Board for approval, the compensation and other terms of employment of these each such executive officer, taking into consideration the executive officer's success in achieving his or her individual performance goals and objectives and the corporate goals and objectives deemed relevant to the executive officer as established by the Committee or the Board.

4. Compensation of Non-Employee Directors. The Committee shall review and recommend to the Board the type and amount of compensation to be paid or awarded to non-employee members of the Board, including consulting, retainer, meeting, committee and committee chair fees, as well as any equity awards.

5. Selection of Compensation Consultants, Legal Counsel and Other Advisers. The Committee shall have the authority, in its sole discretion, to retain (or obtain the advice of) any, compensation consultant, legal counsel or other advisers (referred to collectively as "advisers") to assist it in the performance of its duties, only after taking into consideration the independence factors specified in Nasdaq Listing Rule 5605(d)(3) or any successor provision. However, nothing in this provision requires that any advisers be independent. The Committee need not conduct this independence assessment with respect to (a) in-house legal counsel; or (b) any adviser whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees; or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the adviser and about which the adviser does not provide advice. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of any advisers engaged for the purpose of advising the Committee, and such advisers shall report directly, and be accountable, to the Committee. The Committee shall have sole authority to approve the reasonable fees and the other terms and conditions of such engagement, including authority to terminate the engagement. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such adviser retained by the Committee. Nothing in this provision requires the Committee to implement or act consistently with the advice or recommendations of any adviser or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

6. Administration of Benefit Plans. The Committee shall approve, or if it deems appropriate, recommend to the Board for approval, amendment and termination of the Company's stock option plans, stock appreciation rights plans, pension and profit-sharing plans, incentive plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans and similar programs. The Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards and exercise such other power and authority as may be permitted or required under such plans.

7. Compensation Discussion and Analysis. If applicable, the Committee shall review and discuss with management and, if the Committee deems appropriate, recommend to the Board for approval and inclusion in the Company's annual reports on Form 10-K and proxy statements, the CD&A.

8. Compensation Proposals. Provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting, including the shareholder advisory vote on executive compensation and the shareholder advisory vote on the frequency of shareholder advisory votes on executive compensation.

9. Compensation Committee Report. The Committee shall prepare and, if the Committee deems appropriate, recommend to the Board for approval and inclusion in the Company's proxy statements, the annual Compensation Committee Report in accordance with applicable SEC rules and regulations.

10. Conflict-of-Interest Disclosure. The Committee shall review and discuss with management, if appropriate, any conflicts of interest raised by the work of any compensation consultant that had any role in determining or recommending the amount or form of executive or director compensation (except as set forth in clause (a) and (b) of Section 5 above) or was retained by the Committee or management and how such conflict is being addressed for disclosure in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

11. Committee Self-Assessment and Charter Review. The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also review and assess the adequacy of this charter at least annually and shall recommend any proposed changes to the Board for its consideration.

Adopted November 6, 2024