



## COMPENSATION AND STOCK OPTION COMMITTEE CHARTER (Amended and Restated Effective August 8, 2024)

### 1. Purpose

The Compensation and Stock Option Committee (the "*Committee*") is a committee appointed by the Board of Directors (the "*Board*") of Delcath Systems, Inc. (the "*Company*") to discharge the Board's responsibilities relating to compensation. The purpose of the Committee is to develop, implement and review the executive officer and director compensation policies and plans that are appropriate for the Company and to administer the Company's compensation plans for officers, directors and employees. The Committee's principal functions are to:

- oversee the compensation programs applicable to the Company's directors, executive officers and other key employees; and
- oversee the Company's compensation plans applicable to all of the Company's directors, officers and employees.

For purposes of this charter, "*compensation*" includes salary, discretionary bonuses, cash incentive plan awards, equity incentive plan awards, perquisites, severance or change of control arrangements, retirement benefits, tax gross up provisions and other related benefits and benefit plans and programs.

### 2. Composition of the Committee

The Committee shall consist of not less than two directors each of whom shall (i) be an independent director under the listing standards of The Nasdaq Stock Market LLC (the "*Nasdaq*"), or any stock exchange or quotation system upon which the Company's common stock may be listed from time to time; (ii) be a "non-employee director" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, of the U.S. Securities and Exchange Commission (the "*SEC*"); (iii) be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended; and (iv) not accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or a subsidiary thereof. The Board shall also consider whether the director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director's judgment as a member of the Committee. The receipt of fees for meeting attendance or awards of stock or stock options pursuant to the Company's equity compensation plans, by a director as part of his or her compensation for service on the Board, shall not disqualify the director from serving as a member of the Committee. Vacancies occurring on the Committee shall be filled by the Board.

The Board will appoint a Chair of the Committee. In the absence of that designation, the Committee may designate the Committee Chair by majority vote of the Committee members, provided that the Board may replace the Committee Chair designated by the Committee at any time. Each appointed Committee member shall be subject to annual reconfirmation and may be removed by the Board at any time with or without cause. Any Committee member may resign effective upon giving oral or written notice to the Committee Chair, the Company's Secretary or the Board (unless the notice

specifies a later time for the effectiveness of such resignation). Vacancies occurring on the Committee shall be filled by the Board.

### 3. Meetings.

Meetings may be held in person, telephonically or by video conferencing. Committee members will strive to be present at all meetings of the Committee. The Committee shall meet as often as necessary to carry out its duties but not less than two times each year. The Committee Chair shall preside at each meeting (or, if absent, a designee member of the Committee) and shall report on the activities of the Committee to the Board. Minutes shall be kept of each meeting of the Committee, which minutes will be filed with the minutes of the meetings of the Board. A quorum of the Committee for the transaction of business will be a majority of its members. If a quorum is present, a majority of the members of the Committee attending that meeting shall be empowered to act on behalf of the Committee.

The operations of the Committee shall be subject to the provisions of the Company's Certificate of Incorporation and By-laws, as each shall be in effect from time to time. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter; (b) any provision of the Company's Certificate of Incorporation or By-laws, or (c) Delaware or any other applicable law. In the event that there are equal votes on a matter, the Committee Chair will have the tie-breaking vote.

The Chief Executive Officer (the "**CEO**") and other executive officers ("executive officer" means any "officer" as defined in Rule 16a-1(f) under the Exchange Act) shall not be present during voting or deliberations concerning his or her compensation; however, the Committee may elect to invite the CEO or any officer or employee of the Company, the Company's outside counsel or other advisors, including any compensation consultant, and such other persons as it deems appropriate in order to carry out its responsibilities to be present during voting or deliberations concerning the compensation of other executive officers of the Company.

### 4. Committee Authority and Duties

In carrying out the purpose and authorities set forth above, the Committee shall:

- A. **Approved Compensation Packages.** Understand all aspects of the compensation packages it reviews, including the maximum payment under such packages in the event of retirement, termination with or without cause, and severance in connection with a change in control of the Company;
- B. **Executive Officer Compensation.** Annually review and approve the corporate goals and objectives relevant to the compensation of the CEO and the Company's other executive officers, as defined under Section 16 of the Exchange Act of 1934 and the rules promulgated thereunder (together with the CEO, the "**Executive Officers**"), evaluate the Executive Officers' performance in light of those goals and objectives, and recommend to the Board the Executive Officers' compensation level based on this evaluation. The Committee shall meet with the CEO at or near the start of each fiscal year to discuss the corporate goals and objectives and incentive compensation programs to be in effect for such fiscal year and the performance targets triggering payout under those programs. The Committee shall then recommend to the Board, for its final approval, any incentive compensation programs to be in effect for the fiscal year for the Executive Officers and other participants, including the objectives to be attained and the procedures for determining the individual awards payable under those programs. At or near the end of

each fiscal year, the Committee shall meet to review performance under those programs and recommend to the Board, for its final approval, bonuses thereunder. At that time the Committee shall also recommend to the Board, for its final approval, adjustments, if any, to base salary levels in effect for the Executive Officers and review the overall performance of the Company's executive compensation programs;

- B. **Significant Executive Officer Contracts/Compensation Arrangements.** Review significant employment agreements, arrangements, or transactions with Executive Officers, including any arrangements having any compensatory effect or purpose. Recommend to the Board, for its final approval, such significant executive officer contracts or other compensation arrangements;
- C. **Director Compensation.** Review and recommend to the Board, for its final approval, the type and amount of compensation to be awarded to the non-employee directors of the Company, including retainer, Board meeting, committee and committee chair fees, equity incentive plan awards, and any deferred compensation arrangements or similar programs, consistent with any applicable requirements of the listing standards for independent directors;
- D. **Compensation Policies and Performance Review.** Establish the overall compensation philosophy of the Company and annually assess the Company's policies applicable to the Executive Officers and directors, including the relationship of corporate performance to compensation, and evaluate the performance of the CEO and other Executive Officers against those corporate goals and objectives, and, in connection with other responsibilities and duties herein, recommend such compensation and structure to the Board for the Board's final approval;
- E. **Incentive Compensation Plans.** Annually review and make recommendations to the Board, for its final approval, regarding incentive compensation plans, including the adoption, amendment and termination of the Company's cash incentive compensation plans, equity incentive compensation plans, profit sharing plans, employee stock purchase plans, deferred compensation plans, other benefit plans and similar programs. The Committee, in consultation with the Board, shall administer these plans, including making grants and awards thereunder, establishing guidelines, interpreting plan documents, selecting participants, and exercising such other power and authority as may be permitted or required under such plans. The Committee acknowledges that the CEO may grant cash incentive awards or equity incentive awards under the Company's incentive compensation plans to eligible employees other than directors and Executive Officers. Any such grants shall be consistent with parameters approved in advance by the Committee and the Board; and the CEO shall report to the Committee and the Board a summary of all such grants; provided, however, day-to-day administration of such plans, including the preparation and filing of all government reports and the preparation and delivery of all required employee materials and communications, shall be performed by Company management. The Committee may delegate to one or more officers of the Company the authority to grant, amend and/or administer awards of cash or options or other equity securities to any employees or other service providers of the Company who, in either case, are not Executive Officers of the Company under the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate. Any such delegation must be made in accordance with the terms of the relevant plan, the Company's By-laws and applicable state law;
- F. **Review of Compensation Disclosure in Annual Report/Proxy Statement.** Review and discuss the compensation sections of the Company's annual report on Form 10-K or proxy

statement for each annual meeting of stockholders, as required by and in accordance with the rules and regulations of the SEC and Nasdaq; review and discuss the Compensation Discussion and Analysis ("**CD&A**") section of the Company's annual report on Form 10-K or proxy statement with management as required by Item 402(b) of Regulation S-K, including the related executive compensation information, and determine whether to recommend to the Board that the CD&A be included in the Company's annual report on Form 10-K or proxy statement, as and when required by the rules and regulations of the SEC; assist in the preparation of and approve a report of the Committee for inclusion in the Company's annual report on Form 10-K or proxy statement for each annual meeting of stockholders, as and when required by and in accordance with the rules and regulations of the SEC;

- G. **Risk Management Review of Incentive Compensation Arrangements.** On an annual basis, review incentive compensation arrangements to confirm that incentive compensation arrangements do not encourage unnecessary risk-taking; review and discuss the relationship between risk management policies and practices and compensation; evaluate compensation policies and practices that could mitigate any such risk; report the results thereof to the Board;
- H. **Compliance with SEC Rules Concerning Executive Compensation.** Oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the listing rules of the Nasdaq that, with limited exceptions, stockholders approve equity compensation plans;
- I. **Compliance with Other Laws Concerning Compensation.** Oversee the Company's compliance with the requirements of the Sarbanes-Oxley Act of 2002, as amended, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, and any other applicable laws, regulations and rules, as related to compensation; oversee the Company's response to regulatory developments relating to compensation arrangements for directors and Executive Officers;
- J. **Review Charter.** Review and assess the adequacy of this Charter at least annually, and recommend any changes to the Board;
- K. **Self-Evaluation.** Annually review the Committee's own performance with the goal of continuing improvement of the Committee's function and carrying-out of its responsibilities, and the results of such performance evaluation shall be presented to the Board;
- L. **Report to Board.** Report to the Board on the major items covered at each Committee meeting; and
- M. **Access.** The Committee shall have direct, independent and confidential access to the Company's other directors, management and employees to carry out the Committee's purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee. The Committee shall have full access to all books, records, facilities and personnel of the Company as the Committee deems appropriate in order to carry out its responsibilities.

- N. **Talent Development and Corporate Culture.** Review and discuss with management the Company's policies and practices related to its management of human capital resources, including talent development, retention, overall employee wellness and engagement of Company personnel.
- O. **Clawback Policies.** Modify and oversee the Company's Incentive Compensation Recoupment Policy to ensure that the Company's clawback policies continue to comply with the requirements of the SEC and the Nasdaq listing standards, and any required recoupment and disclosure.
- P. **Subcommittees; Delegation Authority.** The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. If and when appropriate to satisfy the requirements of Section 16b-3 of the Exchange Act, any such subcommittee shall be composed solely of two or more members that have been determined to be "Non-Employee Directors" within the meaning of Rule 16b-3 under the Exchange Act.
- Q. **Other Activities.** In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's By-laws and Certificate of Incorporation.

## 5. Investigations and Studies; Outside Advisers

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Company. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- A. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- B. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- C. The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- D. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee.
- E. Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

- F. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of the Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: 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 providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.