

PALVELLA THERAPEUTICS, INC.
COMPENSATION COMMITTEE CHARTER

Effective February 5, 2025

I. PURPOSE

The Compensation Committee (the “Committee”) shall report to and assist the Board of Directors (the “Board”) of Palvella Therapeutics, Inc., a Nevada corporation (the “Company”). The purpose of the Committee is to review the performance and development of the Company’s management in achieving corporate goals and objectives and to ensure that the Company’s executive officers (including the chief executive officer (the “CEO”) and directors are compensated effectively in a manner consistent with the strategy of the Company, comparative practice and stockholder interests, as well as such other matters as directed by the Board or this Compensation Committee Charter (this “Charter”).

II. MEMBERSHIP

The Committee shall be comprised of at least two (2) members of the Board. The Board shall have the sole authority to appoint members of the Committee. The members must be “independent,” as that term is defined in the rules and regulations of the Securities and Exchange Commission (the “SEC”) and in the rules of The Nasdaq Stock Market LLC (“Nasdaq”). Members must have no material relationship to the Company, including as an employee of the Company, and be otherwise free of any relationship that, in the judgment of the Board, would interfere with his/her exercise of independent judgment as a Committee member. At least two of the members of the Committee shall satisfy the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Exchange Act (as defined below). Members must also satisfy any other requirements imposed by applicable law, regulations or rules, including rules and regulations promulgated by the SEC, subject to any applicable exemptions and transition provisions.

Committee members may be removed, with or without cause, by the Board in its sole discretion. A member of the Committee shall be automatically removed if the member (1) is no longer a director of the Company, (2) is determined by the Board to no longer be “independent,” as that term is defined in the rules and regulations of the SEC and in the rules of Nasdaq, subject to exceptional and limited circumstances in accordance with such rules and in the Board’s sole discretion, or (3) is ineligible because of other rules or requirements.

The Board shall designate one (1) member to act as the Chair of the Committee (the “Chair”). The Chair shall chair all meetings of the Committee and perform such other activities as from time to time are requested by the other Committee members or as circumstances dictate. All members of the Committee, including the Chair, shall serve on the Committee until their respective successors are elected and qualified or their respective earlier death, resignation or removal. The Committee may form and delegate authority to subcommittees when appropriate, and shall periodically review such delegations.

III. MEETINGS

The Committee shall meet as often as it determines is necessary to carry out its responsibilities under this Charter, and in no event less than twice each year. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding the conduct of meetings (including meetings in person or by telephone or other similar communications equipment), action by unanimous written consent in lieu of a meeting, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board, as set forth in the certificate of incorporation and bylaws of the Company. The Committee shall maintain written minutes of its meetings, and shall cause such minutes to be filed with the records of the Company. The Committee may, in its discretion, invite to any meeting other directors of the Company, members of the Company's management or any other person, including, without limitation, outside counsel or consultants, whose presence the Committee believes to be desirable and appropriate. The Committee may exclude anyone with a personal interest in the matters under discussion.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

Compensation Oversight

1. In consultation with senior management, make recommendations to the Board as to the Company's general compensation philosophy and oversee the development and implementation of an executive compensation program and policies related to such program. The Committee shall periodically review the Company's executive compensation program and policies to determine whether the overall program remains competitive and serves its intended purposes, and it shall make recommendations to the Board as appropriate, including review of compensation-related risk management. In reviewing the Company's overall executive compensation program, if applicable, the Committee shall also consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
2. Review and approve the Company's peer companies and data sources for the purposes of evaluating trends in executive compensation, oversee the development of new compensation plans (including annual and multi-year cash and equity-based incentive programs) and revisions to existing plans, and recommend such new plans, or such revisions to existing plans, as the Committee may deem appropriate to the Board for approval, subject to stockholder approval.
3. Review and approve, as appropriate, benefits and perquisites provided to the Company's executive officers, other than the CEO, and review and recommend to the Board for approval, benefits and perquisites provided to the Company's CEO.
4. Administer, or where appropriate oversee the administration of, executive and equity compensation plans and such other compensation and benefit plans that are adopted by the Company from time to time, with such authority and powers as are

set forth in the respective instruments establishing such arrangements. It also shall approve, by direct action or through delegation, participation in and all awards, grants, and related actions under the Company's various equity compensation plans. In administering the equity compensation plans, the Committee may determine eligible participants, make awards, modify plans, impose limitations and conditions and take such other actions as it deems appropriate. The Committee shall also have authority to make equity compensation grants outside of the Company's equity compensation plans, to the extent permitted under Nasdaq listing rules.

5. Review and recommend to the Board the appropriate structure and amount of compensation for the non-employee Board members, including all forms of cash compensation paid to members of the Board and the grant of all forms of equity compensation provided to members of the Board.
6. If deemed advisable by the Board or the Committee, determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
7. Approve any inducement awards to be granted in reliance on the exemption from stockholder approval contained in Nasdaq Rule 5635(c)(4).
8. Oversee the Company's compliance with the rules and regulations of the SEC and Nasdaq related to stockholder approval of certain executive compensation matters and equity compensation plans, including advisory votes on executive compensation and the frequency of such votes required by Section 14A of the Exchange Act. The Committee will also oversee proposals received from stockholders on executive compensation matters and, in conjunction with the Nominating and Governance Committee, management's engagement with stockholders and proxy advisory firms on executive compensation matters.

Executive Compensation

1. Annually review and recommend to the Board corporate performance goals and objectives relevant to the compensation of the Company's CEO, executive officers and other senior management at the Vice President level or above, as appropriate, and directly approve and certify such goals, performance levels and other matters.
2. Annually review the CEO's performance in light of the Board-approved and Committee-approved goals and objectives and recommend to the Board for approval the CEO's compensation level (including salary, cash and equity-based incentive awards, long-term incentive compensation and any personal benefits) and other terms of employment based on this evaluation; the Committee shall not permit the CEO to be present at or participate in its voting or deliberations regarding the CEO's compensation.
3. Annually review each executive officers' performance in light of the Board-approved and Committee-approved goals and objectives and approve such

executive officers' compensation level (including salary, cash and equity-based incentive awards, long-term incentive compensation and any personal benefits) and other terms of employment based on this evaluation.

4. In recommending to the Board the CEO's compensation level, and in approving the other executive officers' compensation levels, take into consideration, among other factors, the Company's performance and relative shareholder return, the potential benefits and costs to the Company of the compensation, the value of similar compensation components provided to executives at the Company's competitors and other comparable companies, the compensation provided to the CEO and other executive officers in past years and other elements of the CEO's and other executive officers' compensation, including total compensation and such other criteria as the Committee deems advisable, including the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act, if applicable.
5. Review and approve the terms of any binding offer letters, employment agreements, severance or termination agreements or arrangements, change-in-control agreements, indemnification agreements and other material agreements executed by the Company with all executive officers of the Company, except for the CEO, which shall be recommended to the Board.
6. Review and discuss with management the "Compensation Discussion and Analysis" section of the Company's proxy statement (when required by the rules and regulations of the SEC to be included therein) and based on that review, determine whether or not to recommend to the Board that the "Compensation Discussion and Analysis" be included in the proxy statement, Form 10-K or other document, in accordance with applicable SEC rules and regulations.
7. Prepare an annual report stating it has reviewed and discussed the "Compensation Discussion and Analysis" section with management (when required by the rules and regulations of the SEC to be included therein).

Other Areas of Responsibility and Authority

1. Conduct an annual self-evaluation of its performance in fulfilling its duties and responsibilities under this Charter.
2. At least annually, review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
3. At least annually, review the potential risk to the Company from its compensation programs and policies, including any incentive plans, and determine whether such programs and policies incentivize unnecessary or excessive risk taking.

V. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, in each case at the expense of the Company. The Committee shall not select or obtain advice from any such expert, outside consultant, external legal, accounting, compensation or other advisor without first taking into consideration the factors relevant to such advisor's independence specified in NASDAQ Listing Rule 5605(d)(3) and considering and addressing any conflicts of interest between the Company and such advisor, which would require disclosure pursuant to Item 407(e)(3)(iv) of Regulation S-K (or any successor disclosure item). The Committee shall have sole authority to approve fees, costs, compensation and other terms of engagement of such outside resources and advisors, all of which will be promptly paid by the Company. The Committee shall also have the authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. 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 their responsibilities hereunder. The Committee shall have the authority to require that any of the Company's personnel, counsel or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special legal, accounting or other advisors and consultants. The Committee is empowered to investigate any matter brought to its attention and to retain counsel, consultants and other professional advisors as required and to recommend to the Board resolution of any matter brought to its attention. The Chair shall have the delegated authority to act on behalf of the Committee in connection with (i) approval of the retention of compensation consultants and outside service providers and advisors (including negotiation and execution of their engagement letters) and (ii) as may otherwise be determined by the Committee.

VI. ADDITIONAL ACTIVITIES

The Committee may delegate to one or more subcommittees of the Committee, or to one or more officers of the Company, the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans and applicable law.

The Committee shall perform any other activities required by applicable law, rules or regulations, including the rules and regulations of the SEC and the Nasdaq rules, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

VII. LIMITATIONS

All powers of the Committee are subject to the certificate of incorporation or bylaws of the Company and to applicable law. To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the certificate of incorporation or bylaws

of the Company, the certificate of incorporation or bylaws of the Company, as appropriate, shall control.