

THORNE HEALTHTECH, INC.

COMPENSATION COMMITTEE CHARTER

(Adopted by the Board of Directors on June 2, 2021. Effective on the effectiveness of the Registration Statement relating to the Company's initial public offering.)

The Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Thorne HealthTech, Inc. (the "**Company**") will be appointed by the Board to perform the duties and responsibilities set forth in this charter.

A. PURPOSE

The purposes of the Committee will be to:

1. oversee the Company's compensation policies, plans, benefits programs, and overall compensation philosophy;
2. assist the Board in discharging its responsibilities relating to: (a) overseeing compensation of the Company's Chief Executive Officer and other individuals who are "officers" as defined in Rule 16a-1(f) (all such officers, the "**Executive Officers**") under the Securities and Exchange Act of 1934, as amended (the "**Exchange Act**"); and (b) evaluating and recommending the compensation plans, policies, and programs for the Company's Executive Officers;
3. administer the Company's incentive compensation plans, equity compensation plans, and such other plans as designated from time to time by the Board; and
4. prepare the reports of the Committee required by the rules and regulations of the U.S. Securities and Exchange Commission (the "**SEC**").

The Committee will seek to structure the Company's compensation plans, policies, and programs to attract and retain the best available individuals for positions of substantial responsibility with the Company, provide incentives for such individuals to perform to the best of their abilities for the Company, maintain appropriate levels of risk and reward, and promote the success of the Company's business.

B. COMPOSITION

1. Membership. The Committee will consist of three members of the Board who are appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and who will serve until the earlier of their resignation or removal by the Board.

2. Qualifications. The members of the Committee will satisfy the following qualifications; provided, however, that the Company may avail itself of the phase-in rules applicable to newly-listed companies:

- a. each member of the Committee will meet the independence standards established by the securities exchange on which the Company's securities are listed and the SEC, as determined by the Board after consideration of the relevant factors under the rules and regulations of the securities exchange on which the Company's securities are listed and the SEC;

- b. unless determined otherwise by the Board, each member of the Committee will be a “non-employee director” as defined in Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended; and
- c. any other criteria required by applicable law or the rules and regulations of the SEC, the securities exchange on which the Company’s securities are listed, and such other qualifications as established by the Board from time to time.

3. Chairperson. The Board will designate a chairperson of the Committee (the “**Chairperson**”). The Chairperson, or in the Chairperson’s absence a member designated by the Chairperson, will preside at the Committee’s meetings, set the agenda for the Committee meeting, and report to the Board regarding the Committee’s activities. The Board may replace the Chairperson at any time.

C. RESPONSIBILITIES

The following are the principal recurring responsibilities of the Committee. The Committee may perform other functions consistent with its purpose and applicable law, rules, and regulations and as the Board or Committee deem appropriate. In carrying out its responsibilities, the Committee’s policies and procedures will remain flexible to best react to changing conditions and circumstances.

1. Executive Compensation. The Committee will have the responsibility:

- a. to review and approve annually the corporate goals and objectives applicable to the compensation of the Chief Executive Officer, evaluate at least annually the Chief Executive Officer’s performance, and consider factors related to the performance of the Company in approving the Chief Executive Officer’s compensation level;
- b. to review at least annually and approve or recommend, for final approval by the Board, the Chief Executive Officer’s: (i) base salary; (ii) incentive bonus, including its specific goals and amount; (iii) equity compensation; (iv) any employment agreement, severance arrangement, transition or consulting agreement, retirement agreement, or change of control protections; and (v) any other benefits, compensation, or similar arrangements, if any (including, without limitation, perquisites and any other form of compensation, such as a signing bonus or payment of relocation costs), including amendments to or terminations of any of the foregoing;
- c. in consultation with the Chief Executive Officer, to review at least annually and approve or recommend for approval to the Board items (i) through (v), above, for the Company’s other Executive Officers, including prospective or former Executive Officers, including amendments to or terminations of any of the foregoing; and
- d. to review and approve, as well as approve amendments to or terminations of, any compensatory contracts or similar transactions or arrangements with such other Company employees as the Committee deems appropriate, including employment agreements, severance arrangements, transition or consulting agreements, retirement agreements, and change-in-control agreements or provisions.

2. Review, Approve, and Administer Employee Compensation Plans. The Committee will review, approve, and administer, including the termination of, the Company’s employee benefits and equity incentive plans. In its administration of the plans, the Committee may: (a) grant stock options, restricted stock units, stock purchase rights, or other equity-based or equity-linked awards to individuals eligible for

such grants (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 promulgated thereunder) in accordance with procedures and guidelines as may be established by the Board; and (b) amend such stock options, restricted stock units, stock purchase rights, or other equity-based or equity-linked awards. The Committee may also adopt, amend, or terminate such plans, including approving changes in the number of shares reserved for issuance thereunder, subject to obtaining required stockholder approval.

3. Addressing Stockholder Concerns. If and when applicable, the Committee will advise the Board on management proposals to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and proposals received from stockholders on executive compensation matters, and, in conjunction with the Nominating and Corporate Governance Committee, the Committee will oversee senior management's engagement with stockholders and proxy advisory firms on executive compensation matters. The Committee will review the results of such votes and consider any implications in connection with the Committee's ongoing determinations and recommendations regarding the Company's executive compensation policies and practices.

4. Oversee Compensation Plans and Programs. The Committee will establish, and periodically review, the Company's employee compensation plans. The Committee will oversee the development and implementation of the Company's compensation plans to ensure these plans are consistent with this general compensation strategy. In connection with this responsibility, the Committee will:

- a. periodically review and approve new executive compensation programs and total compensation levels;
- b. periodically review the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose;
- c. establish and periodically review policies for the administration of executive compensation programs; and
- d. periodically review the impact of tax and accounting rules changes.

5. Evaluate Compensation Risk. The Committee will, at least annually, review and discuss the Company's compensation policies and practices with management:

- a. to determine whether the policies and practices encourage excessive risk-taking;
- b. to review the relationship between risk management policies and compensation; and
- c. to evaluate compensation policies and practices that could mitigate such risks.

In addition, the Committee will periodically consult with the Nominating and Corporate Governance Committee regarding the Company's corporate succession plans for Executive Officers and other key employees.

6. Stock Ownership Guidelines. If the Board establishes stock ownership guidelines for the Executive Officers and non-employee members of the Board, then the Committee will monitor compliance with those guidelines and periodically review such guidelines and recommend proposed changes to the Board.

7. Clawback and Recoupment. If and when the Board determines it to be necessary and appropriate, or as required by applicable law, the Committee will formulate and recommend to the Board for approval, the creation, and any subsequent revisions thereto, of a clawback policy that allows the Company to recoup compensation paid to employees.

8. Board Compensation. The Committee, at least annually, will review and determine the form and amount of compensation to be paid for service on the Board, for service on a Board committee, and for service as a chairperson of a Board committee. It is expected that the Committee will avail itself of information from reliable third-party professional sources or advisors who are familiar with board compensation matters when undertaking the Committee's review and determination called for herein.

9. Compliance. In consultation with the Company's senior management, the Committee will oversee regulatory compliance with respect to compensation matters affecting the Company. The Committee will: (a) review and discuss with senior management the Company's Compensation Discussion and Analysis and related executive compensation information, recommend that the Compensation Discussion and Analysis and related compensation information be included in the Company's annual report on Form 10-K and in its proxy statement; and (b) produce the compensation committee report on executive officer compensation included in the Company's proxy statement or annual report on Form 10-K, each to the extent required of the Company.

10. Advisors. The Committee is authorized, in its discretion, to retain or obtain the advice of compensation consultants, independent legal counsel, and other advisors. The Committee will be responsible for the appointment, compensation, and oversight of the work performed by such compensation consultants, independent legal counsel, and other advisors retained by the Committee. Such responsibility includes the authority to retain or terminate, and to determine the terms of engagement and the extent of funding necessary for payment of reasonable compensation to, compensation consultants, independent legal counsel, and other advisors retained by the Committee. The Company will provide appropriate funding for the payment of compensation to the Committee's compensation consultants, outside legal counsel, and other advisors.

Prior to selecting and receiving advice from compensation consultants, outside legal counsel, or other advisors (other than the Company's General Counsel), the Committee will take into consideration the independence factors set forth in the applicable rules of the SEC and the listing standards of the securities exchange on which the Company's securities are listed.

The Committee may retain, or receive advice from, any compensation advisor it prefers, including advisors who are not independent, after considering the requisite independence factors. Notwithstanding the foregoing, the Committee is not required to assess the independence of a compensation consultant or other advisor who acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of Executive Officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee will evaluate whether a compensation consultant retained or to be retained has a conflict of interest in accordance with Item 407(e)(3)(iii) of Regulation S-K.

11. Committee Evaluation. The Committee will conduct and present to the Board an annual self-performance evaluation of the Committee.

12. Charter. The Committee will review at least annually the adequacy of the Committee's charter and recommend any proposed changes thereto to the Board for approval. The Company will include a copy of the Committee's charter publicly on the Company's website and will disclose how to access the Committee's charter in its proxy statement.

D. GENERAL PROVISIONS

1. The Committee will meet at such times as the Committee deems necessary. The Committee may meet in person, by telephone, or by video conference.

2. The Committee will keep minutes of each meeting of the Committee, and the Committee will regularly submit its minutes to the Board.

3. The Committee may delegate its authority when it deems it appropriate and in the best interests of the Company and when such delegation would not violate applicable law, regulation, or the securities exchange on which the Company's securities are listed or SEC requirements.

4. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings, as long as such rules and procedures are not inconsistent with any provisions of the Bylaws applicable to the Committee. The Committee will establish its own meeting schedules, which it will provide to the Board.

5. The Committee may invite to its meetings other Board members, senior management, and such other individuals as the Committee deems appropriate to carry out its responsibilities; provided, however, that no Executive Officer may be present during the portion of a meeting during which the Executive Officer's performance and/or compensation is being deliberated and determined.

6. Members of the Committee may receive such fees, if any, for their service as Committee members as may be determined by the Board. Members of the Committee may not receive compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.