



AQUABOUNTY TECHNOLOGIES, INC.

Compensation and Human Capital Committee Charter (Adopted May 21, 2021)

Purpose

The purpose of the Compensation and Human Capital Committee (the “Committee”) of the Board of Directors (the “Board”) of AquaBounty Technologies, Inc. (the “Company”) is to:

- discharge the Board’s responsibilities relating to compensation of the Company’s executive officers and non-employee directors,
- oversee the Company’s overall compensation structure, policies and programs,
- review the Company’s processes and procedures for the consideration and determination of executive officer and non-employee director compensation, and
- prepare and/or review any compensation disclosures in the compensation committee report in the proxy statement and review the Compensation Discussion and Analysis included in the annual report or proxy statement, and
- oversee the Company’s strategies and policies related to human capital management.

The primary objective of the Committee is to develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company’s stockholders.

Membership

The Committee shall be comprised of at least two directors appointed by the Board, each of whom: (i) shall satisfy the independence standards established by the Board and applicable laws, including the rules of The NASDAQ Stock Market (“NASDAQ”); (ii) shall qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended; and (iii) shall qualify as “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

The Board appoints the members of the Committee and the chairperson. The Board may remove any member from the Committee at any time with or without cause.

Meetings

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. The Committee shall meet separately and periodically with management and, as needed, with any compensation consultants, outside counsel, experts or

other advisors. Minutes of Committee meetings and actions taken without a meeting shall be kept in accordance with the Company's bylaws. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Responsibilities

In furtherance of its purpose, the Committee shall:

Compensation Policy Oversight

1. The Committee shall have responsibility for developing and maintaining an executive compensation policy that creates an effective relationship between pay levels and corporate performance and returns to stockholders. The Committee shall monitor the results of such policy to assure that the compensation payable to the Company's executive officers provides overall competitive pay levels, creates proper incentives to enhance stockholder value, rewards superior performance, does not materially increase the Company's risk profile, and is justified by the returns available to stockholders.
2. The Committee shall consider the impact of the Company's compensation policies and practices for all employees on its risk profile.

Board Compensation

3. Review, not less frequently than annually, and make recommendations to the Board regarding director compensation, including cash payments, equity awards and other benefits. In considering Director compensation and other benefits, the Committee may take into consideration the relative responsibilities of Directors in serving on the Board and its various Committees and the status of the Board's compensation in relation to similarly situated companies. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as a director. Directors who are Company employees shall not be compensated for their services as Directors.

CEO Compensation

4. Review and approve the corporate goals and objectives to be considered in determining the compensation of the Company's Chief Executive Officer (the "CEO").
5. Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and determine and approve the CEO's compensation based on that evaluation. In formulating its recommendation regarding the long-term incentive component of the CEO's compensation, the Committee will consider the Company's performance and stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards made by the Company to the CEO in past years.

6. Periodically review any severance arrangements, change in control agreements or similar agreements, as well as any special or supplemental benefits, provided to the CEO.
7. Review and approve the aggregate amount of compensation being paid, or potentially payable, to the CEO.
8. Exclude the CEO during voting or deliberations regarding the CEO's compensation.

Other Officer Compensation

9. In consultation with the CEO, oversee the performance evaluation of all officers of the Company other than the CEO and approve the annual compensation, including salary and incentive compensation targets and awards, for such officers.
10. Review periodically the aggregate amount of compensation being paid or potentially payable to all officers.
11. Periodically review any severance arrangements, change in control agreements or similar agreements, as well as any special or supplemental benefits, provided to the officers of the Company.

Equity-Based Compensation

12. The Committee shall review, at least annually, all equity-based compensation plans and arrangements, shareholder dilution, overhang, annual run rate, and the number of shares remaining available for issuance under those plans and arrangements and make recommendations to the Board regarding the need to amend existing plans or adopt new ones for the purpose of implementing the Committee's strategy regarding long-term and equity-based compensation.
13. With respect to the Company's equity-based compensation plans, the Committee shall approve any grants of stock options, restricted stock, performance shares, stock appreciation rights, and other equity-based incentives to the extent provided under the compensation plans. To the extent permitted by and consistent with applicable law and the Company's incentive compensation plans and equity-based compensation plans, the Committee may delegate to one or more executive officers of the Company the power to grant options and restricted stock or other equity-linked awards to employees or non-employee service providers of the Company or any subsidiary of the Company who are not directors or executive officers of the Company.
14. Administer the Company's equity-based compensation plans to the extent provided under those plans, and periodically review and make such recommendations to the Board as the Committee deems advisable with regard to equity-based compensation plans and equity-based plans, in each case consistent with the terms of such plans.
15. Review and recommend to the Board policies and procedures for the grant of equity-based awards.

Human Capital Management

16. The Committee oversees and monitors the Company's strategies and policies related to human capital management within the Company's workforce, including with respect to policies on diversity, equity and inclusion, workplace environment and safety, leadership development and corporate culture.

Succession Planning

17. The Committee shall be responsible for overseeing the succession planning process with respect to the CEO and other key executive officers, including by: (a) evaluating potential candidates for the position of the CEO and other key executive officers; (b) maintaining an emergency succession plan addressing the event of the death or disability of the CEO and other key executive officers; and (c) reporting to the Board at least annually regarding succession planning. Any review of possible internal candidates should include: (i) readiness and potential; (ii) demonstrated skills and competencies; (iii) needed experience and training to fill gaps; and (iv) a plan for adequate exposure to the Board. The full Board is responsible for selecting the CEO and other key executive officers.

Diversity

18. Review and advise management on the Company's processes and practices related to workforce diversity, equity and inclusion programs, including recruitment, retention, development, internal communications programs, and the administration of executive compensation, with a focus on the Company's commitment to diversity, equity and inclusion.

Disclosure Matters

19. Review and reassess periodically the Company's processes and procedures for considering and determining non-employee director and executive officer compensation, and review and discuss with management the description, if any, of such processes and procedures to be included in the Company's proxy statement.
20. If and when required, review and discuss with management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's proxy statement or annual report on Form 10-K. The Committee shall determine, based on such review and discussions, whether to recommend to the Board that the CD&A in the form prepared by management be included in the Company's proxy statement or annual report on Form 10-K.
21. Review and execute the report to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the rules and regulations of the Securities and Exchange Commission and NASDAQ.
22. If and when required, the Committee shall review and recommend for approval by the Board (a) the Company's approach with respect to the advisory vote on executive compensation

(“say-on-pay”), and (b) how frequently the Company should permit stockholders to have a say-on-pay vote, taking into account the results of stockholder votes on the frequency of say-on-pay resolutions at the Company. The Committee also shall review the results of say-on-pay resolutions and consider any implications.

Other Responsibilities

23. Review the annual bonus pool for employees other than the officers of the Company, to be administered by the CEO, as part of the budget process.
24. Obtain or perform an annual evaluation of the effectiveness of the Committee and make appropriate recommendations to the Board.
25. Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.
26. Annually review the Company’s programs for diversity, equity and inclusion and human capital management.
27. Perform such other functions as the Board may request from time to time.

Authority

The Committee shall have authority to retain and terminate such compensation consultants, outside counsel, experts and other advisors as the Committee may deem appropriate, in its sole discretion, to discharge its duties and responsibilities. The Committee shall have sole authority to approve related fees and retention terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for any expense related to any external advisors and for the ordinary administrative expenses of the Committee.

The Committee shall also evaluate the independence of any compensation consultants, and other counsel or advisors, retained by the Committee, in each case in accordance with applicable regulations and listing standards, before selecting them.

The Committee shall have full, unrestricted access to Company books, records and facilities. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion. Any communications between the Committee and legal counsel while obtaining legal advice will be privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.
