ANI PHARMACEUTICALS, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

1. Purpose

1.1 The purpose of the Compensation Committee (the ***"Committee"'')*** of the Board of Directors (the *"**Board**")* of ANI Pharmaceuticals, Inc. (the *"**Company")*** shall be (i) to assist the Board in discharging its responsibilities relating to the review, determination, and execution of the Company's compensation philosophy and the compensation of the Company's Chief Executive Officer *("**CEO**"),* other executive officers, and other personnel as may be determined by the Board, (ii) to fulfill the Board's oversight responsibilities with respect to the Company's overall compensation policies, plans, and programs and its human capital management functions, and (iii) to produce the report of the Committee required to be included in the Company's annual proxy statement or Annual Report on Form 10-K in accordance with the rules of the Securities and Exchange Commission (the *"**SEC**").*

1.2 The compensation programs for the Company's executive officers shall (i) be designed to attract, motivate, and retain talented executives responsible for the success of the Company, (ii) be determined within a competitive framework, (iii) factor in the achievement of the Company's overall performance results, individual contributions, and the compensation philosophy of "pay for performance," and (iv) align the interests of the executive officers with the long-term interests of the Company's stockholders, thereby incentivizing management to increase stockholder value.

1.3 The Board and management shall ensure that the Committee has adequate funding, resources, and authority to discharge its responsibilities as determined by the Committee.

2. Committee Membership & Organization

2.1 The membership of the Committee shall consist of at least two (2) members. Each member of the Committee shall: (i) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"); (ii) be an "independent director" as defined by the rules of The Nasdaq Stock Market LLC ("Nasdaq"); and (iii) satisfy the applicable rules and regulations of the SEC. In affirmatively determining the independence of any director who will serve on the Committee, the Board must determine whether such director has a relationship to the Company that is material to that director's ability to be independent from management in connection with the duties of a Committee member, including, but not limited to (i) the source of compensation of such director, including any consulting, advisory, or other compensatory fee paid by the Company to such director, and (ii) whether such director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company.

2.2 The members of the Committee will be appointed annually by the Board on the recommendation of the Nominating and Corporate Governance Committee and will serve at the discretion of the Board. The Board may at any time for any reason remove any individual Committee member and the Board may fill any Committee vacancy created by death, resignation, removal or increase in the number of members of the Committee. Unless a chair is designated by the Board, the members of the Committee may appoint a chair of the Committee (the *"**Chair**")*

3. Committee Responsibilities

In addition to such other responsibilities as may be delegated to the Committee from time to time by the Board, the Committee shall:

3.1 Review and provide a recommendation to the Board for approval of the compensation of the CEO and, in consultation with the CEO, review and approve the compensation of the other executive officers, in each case based on an evaluation of the individual's performance and expected future contributions.

3.2 Establish annual and long-term performance goals and objectives for the CEO and, in consultation with the CEO, review and establish the annual and long-term performance goals and objectives for the other executive officers.

3.3 Evaluate the performance of the CEO and, in consultation with the CEO, review and evaluate the performance of the other executive officers in light of the goals and objectives established for them. A summary of the review of the CEO shall be provided to the CEO and each outside director shall have the opportunity to provide written or oral input prior to the evaluation being provided to the CEO.

3.4 Approve employment agreements, offers of employment, and other elements of compensation and benefits provided to the CEO and other executive officers (other than ordinary health, welfare, and retirement benefits provided broadly to employees).

3.5 Approve severance and termination arrangements and plans for the CEO and other executive officers, including in the event of a change in control of the Company.

3.6 Administer the Company's cash and equity-based incentive plans in which executive officers and directors participate, in each case, to the extent provided under those plans and make recommendations to the Board with respect to improvements and changes to such plans and the adoption of new plans if stockholder approval is needed, when appropriate.

3.7 Review and certify achievement with respect to corporate performance-based metrics under cash and equity awards, programs, and arrangements.

3.8 Review and discuss with management the Company's overall aggregate equity award usage and budget relative to market.

3.9 Provide oversight of the Company's overall compensation plans and programs, recommend and approve improvements and changes to such plans and programs,

and recommend and adopt new plans and programs when appropriate.

3.10 Review and approve the selection of the Company's peer companies for purposes of evaluating the competitiveness of the Company's compensation and establishing the appropriate levels and mix of compensation elements.

3.11 For so long as the Company is subject to the periodic reporting requirements of the Exchange Act, when applicable, (i) review and discuss with management the Company's "Compensation Discussion and Analysis" (the *"**CD&A**")* to be included in the Company's annual report or annual proxy statement, (ii) based on the review and discussion, recommend to the Board that the CD&A be included in the Company's annual report or annual proxy statement, and (iii) produce a report of the Committee for inclusion in the Company's annual report or proxy statement that complies with the rules and regulations of the SEC and any other applicable rules and regulations.

3.12 Review the Company's major compensation-related risk exposures and the steps taken to monitor and control such exposures and assess whether the Company's compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.

3.13 Review and discuss the results of the most recent stockholder advisory vote on executive compensation *("**say-on-pay**"* vote) required by Section 14A of the Exchange Act.

3.14 At least every six years or more frequently as appropriate, make a recommendation to the Board regarding the frequency with which the Company will conduct a say-on-pay vote.

3.15 Administer any recoupment or clawback policy or policies adopted by the Company, recommend, as appropriate, any proposed changes or the adoption of new policies to the Board for approval, and recommend any determinations for recovery to the Board for final approval.

3.16 Periodically review and discuss with the CEO and the Board the development of succession plans for senior management positions, including both long-term succession and emergency or contingency succession planning.

3.17 Oversee the Company's human capital management functions, including but not limited to policies and strategies regarding recruitment, retention, career development, and progression, and employment practices.

3.18 Annually review and assess the adequacy of this Charter and recommend proposed changes to the Board for approval.

3.19 Review annually its own performance against the responsibilities outlined in this Charter and as otherwise established by the Board, including its effectiveness and compliance with this Charter, and report the results of such evaluation to the Board.

3.20 Establish and lead a process for determination of the compensation applicable to

service on the Board by non-employee directors, and recommend to the Board any proposed changes with respect to such compensation.

3.21 Oversee and monitor other compensation related policies and practices of the Company, including: (i) the Company's stock ownership guidelines, if any, for non-employee directors and executive officers; and (ii) compliance by management with rules regarding equity-based compensation plans for employees and consultants pursuant to the terms of such plans, and the guidelines for issuance of awards as the Board or Committee may establish.

The CEO shall not be present for voting and deliberations of the Committee concerning the CEO's compensation.

4. Authority

The Committee shall have:

4.1 The authority to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities, and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes.

4.2 The authority, by resolution approved by a majority of the Committee, to form and to delegate authority to one or more subcommittees comprised of one or more Committee members, which subcommittee(s) shall have the responsibilities and authority delegated to them, including, if so designated, the full responsibility and authority of the Committee with respect to delegated matters, unless otherwise prohibited by applicable laws or listing standards.

4.3 The authority to delegate to one or more officers of the Company any responsibility and authority that does not relate to the amount or form of compensation of "officers," as defined in Section 16 of the Exchange Act, including its responsibility and authority related to the administration of compensation plans and programs, in each case subject to applicable laws, rules and regulations and in accordance with the listing standards of Nasdaq.

4.4 The authority to obtain advice, reports, or opinions from internal and external counsel and other expert advisors at the Company's expense.

4.5 The sole authority to retain and terminate any compensation consultant, legal counsel, or other advisor to assist in the evaluation of CEO or executive officer compensation, in each case at the Company's expense.

4.6 The sole authority to approve the fees and other retention terms of consultants, legal counsel, or other advisors engaged by the Committee. The Company shall provide the Committee with appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any such consultant, counsel, or other advisor retained by the Committee, as well as for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in

carrying out its duties.

4.7 In selecting advisors, the Committee shall take into account all factors relevant to the independence of such advisor, including the independence requirements established by law, rule, regulation and order, including, without limitation, Rule 5605(d)(3) of Nasdaq.

5. Meetings & Minutes

The Committee shall meet at least four times annually and as additionally required to fulfill its responsibilities and respond to the needs of the Board. The Chair, in consultation with the other members of the Committee, shall preside at all meetings of the Committee and shall have the authority to convene meetings, set the dates, times, and places of meetings, and set agendas for meetings. Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of remote communication, provided that all persons participating in the meeting can hear and speak with each other. Any member of the Committee may call a meeting of the Committee by notice in accordance with the Bylaws. A majority of the total number of then-serving members of the Committee shall constitute a quorum for the transaction of business at Committee meetings. The approval of a majority of such quorum shall constitute a valid act of the Committee at a duly-held Committee meeting. The Committee may also act by the unanimous written consent of its then-serving members. The Committee shall meet separately in executive session, at least periodically, in connection with regularly scheduled Committee meetings.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

6. Reports

The Committee will make regular reports to the Board related to its activities. The Committee will prepare a report for inclusion in the Company's annual report or proxy statement in accordance with the rules and regulations of the SEC.

In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors, and professionals with whom the Committee may consult. The Committee shall have the authority to request, upon reasonable prior notice, that any officer or employee of the Company, the Company’s outside legal counsel, the Company’s independent auditor, or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee.

7. Compensation

Members of the Committee shall receive for their service as Committee members the compensation (if any) specified in the Company’s compensation arrangement for non-employee directors. Such compensation may include retainers, meeting fees, and equity awards. The form of compensation for members of the Committee will be as determined by the Board.

Last amended and restated July 31, 2026