

## SPECTRUM PHARMACEUTICALS, INC.

### COMPENSATION COMMITTEE CHARTER

(Amended and Restated Effective December 10, 2020)

#### The Purpose of the Compensation Committee

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Spectrum Pharmaceuticals, Inc. (the “**Company**”) 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 cash and equity-based compensation plans for officers, directors and employees. The Committee’s principal functions are to:

- oversee the Company’s overall compensation programs applicable to executive officers and directors;
- oversee the Company’s cash and equity-based compensation plans applicable to all of the Company’s directors, officers and employees;
- prepare an annual report on executive compensation for inclusion in the Company’s annual proxy statement; and
- review and discuss the Compensation Discussion and Analysis (“**CD&A**”) section of the Company’s annual proxy statement with the Company’s management.

For purposes of this Charter, it is understood that the term “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.

#### Membership and Structure

The Committee shall be comprised of at least three (3) directors, each of whom must (i) meet the director independence requirements set forth in the listing rules of The NASDAQ Stock Market in NASDAQ Listing Rule 5605(a)(2), (ii) be a “non-employee director” under Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), (iii) be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a member of the Committee, and (iv) meet any other requirements imposed by applicable laws, rules, regulations or listing standards, subject to applicable exemptions and transition provisions. In addition, at least two (2) directors serving on the Committee must be qualified “outside directors” under Section 162(m) of the Internal Revenue Code of 1986, as amended, and related regulations. Each of the foregoing shall be determined by the Board, considering all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including (A) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director and (B) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. Appointment to the Committee, including the designation of the Chairperson of the Committee, shall be made by the Board. The Board has the

authority to remove members from the Committee in its sole discretion with or without cause. Any Committee member may resign effective upon giving oral or written notice to the Chairperson of the Committee, 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.

### **Meetings and Process**

The Committee shall meet at least once per year and as often as necessary to carry out its duties at such times and places as the Committee shall determine, and shall also be able to take actions by written consent. Meetings may be held in person, telephonically or by video conferencing. When necessary, the Committee shall meet in executive session outside of the presence of any executive officer of the Company. The Chairperson of the Committee shall preside at each meeting (or, if absent, a designee member of the Committee) and shall report on activities of the Committee to the Board. The Committee will maintain written minutes of such meetings, 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. In fulfilling its responsibilities, the Committee shall have authority to delegate its authority to subcommittees, in each case to the extent permitted by applicable law.

The Company's Chief Executive Officer ("CEO") shall not be present during voting or deliberations concerning his or her compensation; however, the Committee may elect to invite the CEO to be present during voting or deliberations concerning the compensation of other Executive Officers (as defined below).

### **Primary Responsibilities**

The Committee shall:

- establish the process for, and conduct annually, a performance review of the CEO, on an overall basis and against any defined objectives, which process shall include input from each Board member;
- annually review and recommend to the Board for determination, the type and amount of compensation to be awarded to the CEO and the Company's other executive officers, as defined under Section 16 of the Exchange Act and the rules promulgated thereunder (together with the CEO, the "**Executive Officers**");
- annually review the Company's overall compensation strategies and policies applicable to the Executive Officers;
- annually review and make recommendations to the Board regarding base salaries, discretionary bonuses, cash incentive plan awards, equity incentive plan awards, perquisites and other benefits to be paid to or received by the Executive Officers, to assure that such compensation supports the Company's overall compensation philosophy and objectives;
- review and make recommendations to the Board regarding the type and amount of compensation to be awarded to the non-employee directors of the Company,

including consulting, retainer, Board meeting, committee and committee chairperson fees, equity incentive plan awards, and any deferred compensation arrangements or similar programs;

- annually review and make recommendations to the Board regarding individual and corporate goals and objectives, including the maximum amounts payable upon achievement thereof, relevant to the CEO and other Executive Officers of the Company and assess their performance in light of those goals and objectives;
- review and approve any offer letters, employment agreements, severance agreements, change of control agreements and other similar compensatory arrangements between the Company and the Executive Officers;
- annually review and approve (or, if it deems appropriate, make recommendations to the Board regarding) the adoption, amendment and termination of the Company's cash incentive plans, equity incentive plans, profit sharing plans, deferred compensation plans and similar programs. The Committee shall have the full power and authority to 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; provided, however, that a secondary committee of one or more directors (including, but not limited to the CEO) may be appointed by either the Committee or the Board to have separate but concurrent authority with the Committee to grant cash incentive awards or equity incentive awards under the Company's incentive plans to all eligible individuals other than directors and Executive Officers (which secondary committee shall regularly report to the Committee the grants so made); provided further, however, that any such grants are consistent with parameters approved in advance by the Committee or the Board; provided further, however, that a summary of all grants, whether by the Committee or a secondary committee, shall be reported to the Board;
- review and discuss the CD&A section of the Company's annual proxy statement and Annual Report on Form 10-K 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 proxy statement and Annual Report on Form 10-K as required by the Securities and Exchange Commission (the "SEC");
- prepare an annual report on executive compensation for inclusion in the Company's proxy statement and Annual Report on Form 10-K as required by the SEC;
- review incentive compensation arrangements to confirm that incentive pay arrangements do not encourage unnecessary risk-taking, review and discuss, at least annually, the relationship between risk management policies and practices and compensation, evaluate compensation policies and practices that could mitigate any such risk and report the results thereof to the Board;
- oversee and consider 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 Stock Market that, with limited exceptions, stockholders approve equity compensation plans;

- monitor 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 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; and
- as requested by Company management, review, consult and make recommendations and/or determinations regarding employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and programs.

### **Additional Powers and Responsibilities**

In addition to the specific responsibilities set forth above, the Committee will:

- engage in an annual self-assessment with the goal of continuing improvement of the Committee's function and carrying-out of its responsibilities;
- annually review and reassess the adequacy of this Charter, and recommend any changes to the Board;
- have the authority, in its sole discretion and only after taking into consideration factors relevant to an adviser's independence from management specified in NASDAQ Listing Rule 5605(d)(3)(D), to retain and terminate (or obtain the advice of), at the Company's expense, any compensation consultant, legal counsel or other advisers, to assist it in its duties, and to discuss matters with such advisers as the members of the Committee deem necessary or appropriate. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisers, and shall have sole authority to approve the fees and retention terms of any such advisers. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary for or appropriate in carrying out its duties;
- evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K;
- have direct, independent and confidential access to the Company's other directors, management and personnel 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 is authorized to obtain at the Company's expense compensation surveys, reports on the design and implementation of compensation programs for the Company's directors, officers and

employees, and other data and documentation as the Committee deems appropriate;

- have sole authority to approve the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties;
- encourage continuous improvement and foster adherence to the Company's policies, procedures and practices; and
- perform other activities required by applicable laws, rules, regulations or listing requirements applicable to the Company.

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 bylaws and Certificate of Incorporation. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee consistent with its delegated powers and responsibilities shall be at the Committee's sole discretion. With respect to any authority or responsibilities granted to the Committee by this Charter, in lieu of making a final determination with respect thereto, the Committee may make a recommendation to the Board for its final approval thereof. Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.