

PARATEK PHARMACEUTICALS, INC.

AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

This Amended and Restated Compensation Committee Charter (this “*Charter*”) was adopted by the Board of Directors (the “*Board*”) of Paratek Pharmaceuticals, Inc. (the “*Company*”) on September 16, 2020.

I. PURPOSE

The purpose of the Compensation Committee of the Board (the “*Committee*”) is (1) to discharge the Board’s responsibilities relating to compensation of the Company’s executives, including by designing (in consultation with management or the Board), recommending to the Board for approval, and evaluating the compensation plans, policies and programs of the Company and (2) to produce an annual report on executive compensation for inclusion in the Company’s proxy materials or other filings with the Securities and Exchange Commission (the “*SEC*”) in accordance with applicable rules and regulations.

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. 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 (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. AUTHORITY

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 his or her responsibilities hereunder, including those human resources and other Company personnel who assist in preparing the Compensation Discussion and Analysis for the Company’s annual proxy statement to be filed with the SEC. The Committee shall have the sole authority, as it deems appropriate, to appoint, retain and/or replace, as needed, any independent counsel, compensation and benefits consultants and other outside experts or advisors as the Committee believes to be necessary or appropriate, and only after taking into consideration the factors specified in Nasdaq Listing Rule 5605(d)(3) or any successor provision. The Committee may also utilize the services of the Company’s regular legal counsel, accounting or other advisors to the Company. The Committee shall be responsible for the compensation and oversight of the work of any consultant, legal counsel or other adviser retained by the Committee. The Company shall provide for

appropriate funding, as determined by the Committee in its sole discretion, for payment of reasonable compensation to any such persons retained by the Committee.

The operation of the Committee shall be subject to the Company's bylaws and Section 141 of the Delaware General Corporation Law. The approval of this Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

III. MEMBERSHIP

The Committee shall be composed of at least two directors as determined by the Board, none of whom shall be an employee of the Company and each of whom shall (1) satisfy the independence requirements of the Nasdaq Stock Market, (2) be a "non-employee director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "*1934 Act*"), and (3) be an "outside director" under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "*Code*").

The members of the Committee, including the Committee chairperson, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board.

IV. MEETINGS AND PROCEDURES

The Committee chairperson (or in his or her absence, a member designated by the Committee chairperson) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis as the Committee deems necessary or desirable, and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

Any two members or the Committee chairperson may call a meeting of the Committee upon due notice to each other member at least 24 hours prior to the meeting.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event, shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, legal counsel, financial personnel employed or retained by the Company, or any other person whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Chief Executive Officer may not be present during voting or deliberations concerning his or her compensation, and the Committee may exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission.

The Committee chairperson shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

V. DUTIES AND RESPONSIBILITIES

1. The Committee shall, at least annually, review the compensation philosophy of the Company.

2. The Committee shall, at least annually review and approve corporate goals and objectives relating to the compensation of the Chief Executive Officer, all other officers of the Company (as such term is defined in Rule 16a-1, promulgated under the 1934 Act) (collectively, the Chief Executive Officer and such other officers, the “*Officers*”) and all Senior Vice Presidents and above of the Company (collectively with the Officers, the “*Senior Executives*”), evaluate the performance of the Senior Executives in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board) determine and approve, or recommend to the Board for approval, the compensation levels for the Senior Executives based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer’s compensation, the Committee shall consider the Company’s performance and relative stockholder return, the value of similar incentive awards given to chief executive officers of comparable companies, the awards given to the Chief Executive Officer in past years and such other criteria as the Committee deems advisable.

3. The Committee shall, at least annually, determine in all material respects the aggregate compensation pool for all non-Senior Executive employees of the Company, payable in the form of base compensation, annual bonus compensation, and/or long-term incentive awards.

4. The Committee shall, at least annually, review and approve all compensation for directors.

5. The Committee shall review and approve all employment contracts and other compensatory, severance and change-in-control contracts or other arrangements for the Senior Executives.

6. The Committee shall administer and annually review the Company’s annual bonus plans, short-term or long-term cash or equity incentive compensation plans, and employee stock purchase plans (as such plans may be in effect from time to time, collectively, the “*Plans*”), and with respect to each Plan shall have responsibility for:

- (i) general administration;
- (ii) granting or amending any awards under the Company’s equity incentive compensation plans (e.g., restricted stock units, stock options, phantom equity awards);
- (iii) granting or amending any awards under any other Plans to the Senior Executives;
- (iv) establishing performance criteria and setting performance targets, as applicable, for awards granted to the Senior Executives under the Plans;

(v) certifying the level of achievement of any performance criteria, or whether a performance target has been met, for purposes of the vesting or payment of any performance-based compensation to the Senior Executives under the Plans;

(vi) reviewing and recommending to the Board for approval all adoptions of, amendments to and terminations of the Plans; and

(vii) repurchasing securities from terminated Officers, including the Chief Executive Officer.

All annual Plan reviews should include reviewing the Plan's administrative costs, reviewing current Plan features relative to any proposed new features, and assessing the performance of the Plan's internal and external administrators if any duties have been delegated.

7. The Committee shall approve and periodically review the Company's policies and procedures concerning perquisite benefits offered to the Senior Executives.

8. The Committee shall manage and review any employee loans in an amount equal to or greater than \$75,000; notwithstanding the foregoing, no loans will be made to Officers or directors, and any loans will be in accordance with applicable law.

9. The Committee shall oversee the Company's compliance with applicable rules and regulations promulgated by the SEC 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 Nasdaq rules that, with limited exceptions, stockholders approve equity compensation plans.

10. The Committee shall prepare and approve the Committee report to be included as part of the Company's annual proxy statement in accordance with SEC proxy and disclosure rules.

11. The Committee shall review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk. The Committee shall review and comment on the Compensation Discussion and Analysis section of the Company's annual proxy statement with respect to any material risks that the Company may be undertaking with respect to the Plans and any other incentive compensation programs considered and approved by the Committee.

12. The Committee shall review, consider and select, to the extent determined to be advisable, a peer group of appropriate companies for purposes of benchmarking and analysis of compensation for Officers and directors of the Company.

13. The Committee shall evaluate its own performance annually, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the

Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

14. The Committee shall review and reassess this Charter annually and submit any recommended changes to the Board for its consideration.

VI. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee or to appropriate officers of the Company, as may be permitted by applicable laws, rules or regulations and in accordance with the listing standards set forth by the Nasdaq Stock Market, including, but not limited to, a subcommittee composed of one or more members of the Board to grant stock awards under the Company's equity incentive plans to persons who are not then subject to Section 16 of the 1934 Act, except that it shall not delegate its responsibilities for any matters that involve executive compensation or any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code by virtue of being approved by a Committee of "outside directors" or is intended to be exempt from Section 16(b) under the 1934 Act pursuant to Rule 16b-3 by virtue of being approved by a committee of "non-employee directors."