AEON BIOPHARMA, INC.
COMPENSATION COMMITTEE CHARTER

(Last amended and restated November 11, 2026)

I. Purpose

The purpose of the Compensation Committee (the "***Committee***") of the Board of Directors (the "***Board***") of AEON Biopharma, Inc. (the "***Company***") is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company's executive officers and directors, and such other compensation related and personnel matters as the Board may delegate to the Committee.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the New York Stock Exchange American ("***NYSE A***"), except as otherwise permitted by applicable NYSE A rules, and meet all other eligibility requirements of applicable laws. Unless otherwise determined by the Board, each member of the Committee must also be a "non-employee director" as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"). Committee members must be appointed and may be removed, with or without cause, by the Board. Any director who ceases to serve on the Board will automatically cease to be a member of the Committee. The Chair of the Committee will be designated by the Board.

III. Meetings, Procedures and Authority

The Committee has 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 may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under the rules of the U.S. Securities and Exchange Commission (the "***SEC***") and NYSE A (other than in the case of in-house legal counsel). The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. 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 the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable NYSE A rules, including without limitation any powers and responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

1. *Chief Executive Officer Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer of the Company (the "***CEO***"). The Committee will evaluate the CEO's performance periodically in light of these

goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the CEO's compensation. The CEO may not be present during voting or deliberations on his or her compensation. In evaluating and determining executive compensation, the Committee will, if applicable, consider the results of the most recent stockholder advisory vote on executive compensation required by the Exchange Act.

2. *Other Executive Officer Compensation.* The Committee will review and set or make recommendations to the Board regarding the compensation of the executive officers other than the CEO.

3. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

4. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements (the "***Plans***"). The Committee will administer the Plans, to the extent provided under the terms of each applicable Plan and subject to any authority reserved to or exercised by the Board, and, in that capacity, approve awards under the Plans (other than as delegated in accordance with Section V of this Charter), and determine whether awards with performance-related criteria have been earned, and adopt any appropriate equity award timing policy.

5. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("***CD&A***") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

6. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report for inclusion in the Company's annual proxy statement, to the extent required.

7. *Stockholder Submissions.* The Committee will oversee the Company's submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and incentive and equity compensation plans and amendments to such plans (to the extent required under SEC rules and regulations and the listing standards of NYSE A).

8. *Compensation Recovery.* The Committee will review and approve the implementation or revision of any compensation recoupment, "clawback" or similar policy (including any policy required under the Exchange Act and the listing standards of NYSE A) and will oversee and administer any such policy, including making any determinations required or contemplated by it.

9. *Compensation Risk.* The Committee will review with management the Company's major compensation-related risk exposures and the steps management has taken to monitor or mitigate such exposures.

10. *Employee and Director Loans.* The Committee will periodically review the Company's procedures with respect to employee loans. The Committee will not approve any arrangement in which the Company, directly or indirectly, extends or maintains credit, arranges for the extension of credit or renews an extension of credit, in the form of a personal loan to or for any director or executive officer.

11. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

12. *Committee Self-Evaluation.* The Committee must annually perform an evaluation of the performance of the Committee.

13. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority, to the extent permitted under applicable law, the rules of the SEC and NYSE A and the Company's certificate of incorporation and bylaws, to delegate any or all of its responsibilities to one or more subcommittees of the Committee, which will report regularly on their activities to the Committee. To the extent permitted by applicable law and the applicable Plan, the Committee also may delegate to one or more executive officers of the Company the authority to grant, and make determinations and administer the Plan with respect to, equity-based awards under a Plan to employees and consultants of the Company who are not officers (as defined in Rule 16a-1(f) under the Exchange Act) or directors of the Company, subject to guidelines or limits specified by the Committee.