

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF  
HERON THERAPEUTICS, INC.

The Board of Directors (the “Board”) of Heron Therapeutics, Inc. (the “Company”) hereby sets forth the authority and responsibilities of the Compensation Committee (the “Committee”) as described below, subject to amendment by the Board from time to time:

Section 1.        STATEMENT OF PURPOSE

1.1.        The purpose of the Committee is to:

- (a)        oversee the Company’s compensation philosophy generally;
- (b)        seek to ensure that compensation decisions both represent sound fiscal policy and enable the Company to attract and retain qualified personnel, motivate their performance in the achievement of the Company’s business objectives, and align their interests with the long-term interests of the Company’s stockholders;
- (c)        advise the Board regarding, and, where appropriate, determine or recommend to the Board for determination, the compensation of the Board, the Company’s Chief Executive Officer (“CEO”), and the other executive officers of the Company; and
- (d)        oversee the Company’s management resources and succession planning.

1.2.        The Committee shall engage in regular and meaningful contact throughout the year with the Board, other Board committee chairpersons, members of senior management and other key Committee advisors, as applicable, to strengthen the Committee’s knowledge of sound compensation and human resources policies.

Section 2.        ORGANIZATION

2.1        Independence. The Committee will be comprised of two or more directors as determined by the Board and each such Committee member will satisfy the independence requirements of The Nasdaq Stock Market. In addition, each member of the Committee shall be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

2.2        Election and Removal. The members of the Committee shall be designated by the Board, on the recommendation of the Nominating and Corporate Governance Committee, to serve until their successors are designated. The Board shall designate one member as chairperson of the Committee (the “Chairperson”) or delegate the authority to designate the Chairperson to the Committee, in which case the members of the Committee may designate the Chairperson by majority vote. The Board may remove members of the Committee from such Committee at any time, with or without cause. In the event that the removal or resignation of a Committee member, or any other occurrence which renders a member unable to discharge his or her duties with the respect to the Committee, causes the number of members then serving on the Committee to be fewer than two, the Board shall promptly designate a successor.

2.3        Subcommittees. The Committee may form and delegate authority to subcommittees, each consisting of one or more of its members, with such powers as the Committee shall from time to time confer. Each subcommittee shall keep minutes of its meetings and report them to the Committee.

Section 3. DUTIES AND RESPONSIBILITIES

The following are the duties and responsibilities of the Committee (in addition to any others that the Board may from time to time delegate to the Committee):

- 3.1 CEO and Other Executive Officer Compensation. The Committee shall annually review and approve individual and corporate goals and objectives relevant to the CEO and other executive officer compensation and shall evaluate the performance of the CEO and each such executive officer in light of those goals and objectives. Based on this evaluation, the Committee shall review and recommend for approval by the independent directors (as directed by the Board), the CEO and other executive officer compensation, including salary, bonus and incentive compensation, deferred compensation, perquisites, equity compensation, benefits provided upon retirement, severance or other compensation upon termination of employment and any other forms of executive compensation. The Committee will deliberate and vote on the CEO's and each executive officer's compensation outside the presence of such executive officer. The Committee will review and discuss the results of such evaluation with the CEO but will deliberate and vote on the CEO's compensation outside the presence of the CEO.
- 3.2 Say on Pay Vote. The Committee shall annually review and assess the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act in evaluating and determining executive compensation, including the CEO's compensation.
- 3.3 Plan Recommendations, Administration, and Approvals. The Committee shall review and approve adoption of new equity-based plans, as well as the Company's 401(k) plan, if any, and oversee the Company's incentive compensation plans and equity-based plans, including the following:
- establishing applicable performance objectives and weightings utilized in such plans, and reviewing achievement of such performance objectives;
  - determining the form of payouts under such plans;
  - reviewing and approving stock option grants and restricted share or other awards;
  - interpreting the plans;
  - determining rules and regulations relating to the plans, including establishing grant processes and procedures;
  - approving the modification or cancellation of existing grants or awards;
  - imposing limitations, restrictions, and conditions upon any grant or award as the Committee deems necessary or advisable; and
  - reviewing and approving the terms of any compensation claw back, recoupment, or similar policy and evaluating and determining the applicability of the provisions of such policies to executive officers.

To the extent permitted by applicable law, the Committee may delegate to one or more Board member(s) or individual or individuals the authority to grant and make determinations with respect to equity-based awards under the Company's incentive compensation plans and equity-based plans to employees who are not executive officers.

- 3.4 Non-Employee Director Compensation. The Committee shall review and recommend to the Board the form and amount of compensation paid to non-employee directors for their service on the Board and on its committees. In making its recommendations, the Committee shall give due consideration to what is customary compensation for non-employee directors of comparable companies and any other factors it deems consistent with the policies and principles set forth in this Charter.
- 3.5 Filings. The Committee shall:
- (a) if applicable, review and discuss with Company management the "Compensation Discussion and Analysis" ("CD&A") required to be included in the Company's filings with the Securities and Exchange Commission (the "SEC") and, based on such review

and discussion, in the case of the CD&A proposed to be included in the Company's annual proxy statement or Annual Report on Form 10-K, recommend to the Board whether such CD&A should be included in such proxy statement or Annual Report, as the case may be; and

(b) if applicable, prepare the annual compensation committee report for inclusion in the Company's annual proxy statement or Annual Report on Form 10-K as required by the rules of the SEC.

3.6 Non-Executive Compensation and Benefits Plans. The Committee shall oversee the general design and terms of significant non-executive compensation and benefits plans including, as relevant, incentive compensation and bonus programs.

3.7 Succession Planning. The Committee shall oversee the maintenance and presentation to the Board of succession plans for senior management positions in the Company, including the position of CEO.

3.8 Risk Oversight. The Committee shall oversee the assessment of the risks related to the Company's compensation policies and programs applicable to officers and employees, and report to the Board on the results of this assessment.

3.11 Stockholder Engagement. The Committee shall oversee the Company's stockholder engagement efforts with respect to matters relating to executive compensation and make recommendations to the Board regarding such engagement efforts.

3.12 Committee Self-Evaluation. The Committee shall conduct a periodic performance assessment relative to the Committee's purpose, duties, and responsibilities outlined herein, report to the Board on the results of such evaluation and make any appropriate recommendations to further enhance the Committee's performance. The Committee's performance evaluation shall be conducted in such manner as the Committee deems appropriate.

3.13 Charter Review. The Committee shall review and assess the adequacy of this Charter annually and recommend to the Board any necessary amendments. Any changes to this Charter must be approved by the Board and communicated in writing.

3.14 Reporting to the Board. The Chairperson shall regularly, and whenever so requested by the Board, report all material activities of the Committee to the Board, with recommendations to the Board as the Committee deems appropriate.

3.15 Generally. The Committee shall perform such other duties as may be required by law or requested by the Board or deemed appropriate by the Committee. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment.

#### Section 4.

#### PROCEDURES AND ADMINISTRATION

4.1. Meetings. The Committee shall meet at such times and places as considered necessary by the Committee or the Chairperson to carry out its duties and responsibilities. The Committee shall fix its own rules of procedure.

4.2. Notice. Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least (24) twenty-four hours prior to the meeting (provided that participation in any meeting shall be deemed to constitute waiver of any deficiency in such notice).

4.3. Action. A majority of members then serving on the Committee shall constitute a quorum. Action may be taken by the Committee (or any subcommittee of the Committee) upon the affirmative vote of a majority of the members of the Committee (or subcommittee). Action may be taken by the Committee (or any subcommittee of the Committee) without a meeting if all of the members

of the Committee (or subcommittee) indicate their approval thereof in writing and the writing or writings are filed with the minutes of the proceedings of the Committee.

- 4.4. Agendas. The Committee meeting agendas shall be the responsibility of the Chairperson with input from the Committee members and other members of the Board, with additional input from members of senior management and outside advisors to the extent deemed appropriate by the Chairperson.
- 4.5. Recording Meetings. The Committee shall keep written minutes of its meetings and distribute such minutes to each Committee member.
- 4.6. Compensation Consultants and Other Advisors. The Committee is authorized, in its sole discretion and without further action by the Board, to engage, retain, or terminate any compensation consultants, legal counsel, or other advisors as it deems necessary or appropriate to carry out its responsibilities; provided, however, that, prior to retaining any such consultants or advisors, the Committee shall conduct and document an analysis of such consultants' and/or advisors' independence as required by applicable Nasdaq rules. The Committee may also commission various compensation studies it deems appropriate. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any such compensation consultant, legal counsel, or other advisor. At least annually, the Committee shall assess whether the work of any compensation consultant and/or advisor involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's proxy statement and Annual Report.
- 4.7. Expenses. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall be authorized to access, at the Company's expense, such internal and external resources for the payment of reasonable fees, costs, and other terms of engagement of compensation consultants, legal counsel, and other advisors, as the Committee deems necessary or appropriate to fulfill its responsibilities. The Committee shall have the sole authority to approve fees, costs, and other terms of engagement of outside resources such as compensation consultants.
- 4.8. Access to Information. The Committee shall communicate to the CEO, or his or her designee, the expectations of the Committee, and the nature, timing, and extent of any specific information or other supporting materials requested by the Committee, for its meetings and deliberations. Except as otherwise provided in this Charter, the Committee shall be authorized to request members of senior management, outside legal counsel, and other advisors to participate in Committee meetings.

Adopted effective January 30, 2025