

GELESIS HOLDINGS, INC.

COMPENSATION COMMITTEE CHARTER

I. General Statement of Purpose

The purpose of the Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of Gelesis Holdings, Inc. (the “Company”) is to provide assistance to the Board in discharging its responsibilities relating to compensation of the Company’s directors, executive officers and other employees. For purposes of this Charter, the terms “executive officer” and “officer” have the meaning ascribed to the term “officer” in Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and Rule 16a-1 promulgated thereunder.

In addition to the specific powers and responsibilities delegated to the Compensation Committee in this Charter, the Compensation Committee shall also carry out and may exercise any other powers or responsibilities as are assigned by law, the Company’s organizational documents or Corporate Governance Guidelines, or as may be delegated to it by the Board from time to time. The powers and responsibilities delegated by the Board to the Compensation Committee in this Charter or otherwise shall be exercised and carried out by the Compensation Committee as it deems appropriate without requirement of Board approval, and any decision (including any decision to exercise or refrain from exercising any of the powers delegated to the Compensation Committee hereunder) shall be made by the Compensation Committee in its sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Compensation Committee shall have and may exercise all the powers and authority of the Board.

II. Composition

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence standards established pursuant to Section 303A of the New York Stock Exchange Listed Company Manual, subject to any applicable exceptions in the New York Stock Exchange Listed Company Manual. In determining the members of the Compensation Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Exchange Act, and as “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Compensation Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies, for whatever reason, may be filled only by the Board. The Board shall designate one member of the Compensation Committee to serve as chair of the Compensation Committee (the “Chair”).

III. Meetings

The Compensation Committee shall meet as often as it determines is appropriate to carry

out its responsibilities under this Charter, which meetings may be in person or by conference telephone or other communications equipment by means of which all participants can hear each other.

A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of the members present at such meeting.

In lieu of a meeting, the Compensation Committee may act by unanimous written consent (which may include electronic consent) to the extent permitted by the Company's organizational documents, as may be adopted and amended by the Board from time to time.

The Chair of the Compensation Committee, in consultation with the other members of the Compensation Committee, may determine the frequency and length of the meetings of the Compensation Committee and may set meeting agendas consistent with this Charter.

The Chair or a majority of the members of the Compensation Committee may call meetings of the Compensation Committee.

Following each of its meetings, the Compensation Committee shall report on such meeting to the Board at the Board's next regularly scheduled meeting, including a description of all actions taken by the Compensation Committee at such meeting. The Compensation Committee shall keep written minutes of its meetings and deliver a copy of such minutes to the Company's Secretary for inclusion in the corporate records.

IV. Authority and Responsibilities

A. Review of Charter

1. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any amendments or modifications to the Charter that the Compensation Committee deems appropriate.

B. Annual Performance Evaluation of the Compensation Committee

1. At least annually, the Compensation Committee shall evaluate its own performance.

C. Compensation of Chief Executive Officer

1. Review and approve the corporate goals and objectives to be considered in determining the compensation of the Company's Chief Executive Officer (the "CEO").

2. Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO. The Compensation Committee shall deliver its evaluation to a subgroup of the Board consisting solely of all independent members of the Board, which subgroup shall determine and approve the CEO's compensation based on the Compensation Committee's evaluation.

3. In formulating its recommendation regarding the long-term incentive component of the CEO's compensation, consider the Company's performance and stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards made by the Company to the CEO in past years.

4. Review periodically the aggregate amount of compensation being paid or potentially payable to the CEO.

5. For the CEO, periodically review and recommend to the Board, (a) any employment agreements, severance arrangements and change in control agreements or provisions, in each case, when and if appropriate, and (b) any special or supplemental benefits.

6. The CEO may not be present during voting or deliberations concerning the CEO's compensation.

D. Non-CEO Executive Officer Compensation

1. The Compensation Committee shall also be responsible for determining and approving the compensation of all executive officers of the Company (other than compensation of the CEO, which shall be determined and approved in accordance with Section IV. C. of this Charter).

E. Executive Officer Employment Agreements and Benefits

2. Determine the compensation of all officers of the Company other than the CEO, and at the discretion of the Compensation Committee, other members of senior management; for this purpose, the term "officer" has the meaning defined in Rule 16a 1 promulgated under the Exchange Act. When determining compensation of officers, the Compensation Committee shall consider the value of compensation provided to similarly situated officers at comparable companies. Oversee an annual evaluation of all officers of the Company other than the CEO, and at the discretion of the Compensation Committee, other members of senior management.

3. Review periodically the aggregate amount of compensation being paid or potentially payable to all "officers" of the Company other than the CEO, and at the discretion of the Compensation Committee, other members of senior management. For the "officers" of the Company other than the CEO, and at the discretion of the Compensation Committee, other members of senior management, periodically review and recommend to the Board, (a) any employment agreements, severance arrangements and change in control agreements or provisions, in each case, when and if appropriate, and (b) any special or supplemental benefits.

F. Non-Employee Director Compensation

1. The Board shall be responsible for approving all compensation and all compensation arrangements and benefits, including equity awards and perquisite benefits, for each non-employee director of the Company, except as otherwise specifically delegated by the Board. The Board shall review the form and amount of director compensation annually in accordance with the Company's Corporate Governance Guidelines. The Compensation Committee may make recommendations to the Board with respect to the compensation of non-employee directors, including any compensation under any equity-based plans.

G. Equity-Based Plans

1. The Compensation Committee shall be responsible for reviewing and making recommendations to the Board, for its approval, with respect to the adoption, amendment or termination of any incentive-based compensation plans and equity-based plan of the Company, in each case consistent with the terms of such plans.

2. Unless otherwise determined by the Board with respect to a particular equity-based plan, the Compensation Committee shall be responsible for administering any equity-based plan adopted by the Company, including determining and approving awards thereunder, subject to the following provisions. The Compensation Committee shall be responsible for determining and approving all awards made to executive officers under any equity-based plan. Except as otherwise specifically delegated by the Board, the Board shall be responsible for determining and approving all awards made to non-employee directors under any equity-based plan and administering the Company's equity-based plans with respect to such awards. The Compensation Committee, in its discretion, may delegate its authority to grant or administer awards (other than awards to executive officers or directors) under any equity-based plan to any director(s) or executive officer(s), as permitted by applicable law.

H. Non-Equity-Based Plans

1. Unless otherwise determined by the Board with respect to a particular plan, the Compensation Committee shall be responsible for determining, approving and administering any non-equity-based incentive plan of the Company applicable to any of the Company's executive officers, including, without limitation, determining and approving all awards to the Company's executive officers thereunder.

2. The Company's management shall be primarily responsible for determining and approving any non-equity incentive plans of the Company that are not applicable to any of the Company's executive officers or directors; provided that the Compensation Committee shall be responsible for overseeing any such plan and, to the extent the approval of the Board or a committee thereof is otherwise required, approving any such plan.

I. Compensation Discussion and Analysis

1. The Compensation Committee shall review and discuss with management the Company's annual Compensation Discussion and Analysis ("CD&A"), if any, to be included in the Company's proxy statement or annual report on Form 10-K and based on this review and discussion, recommend to the Board whether to include the CD&A in the Company's annual report on Form 10-K and annual proxy statement.

2. The Compensation Committee shall also prepare any compensation committee report required to be included in the Company's annual report on Form 10-K or annual proxy statement in accordance with the applicable rules and regulations of the Securities and Exchange Commission, any securities exchange on which the Company's securities are traded, and any other rules and regulations applicable to the Company.

J. Compensation Consulting Firms or Other Outside Advisors

1. The Compensation Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel and/or other advisors.

2. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Compensation Committee.

3. The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other advisor retained by the Compensation Committee.

4. The Compensation Committee may select or obtain advice from a compensation consultant, legal counsel or other advisor to the Compensation Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Compensation Committee;

- any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
- any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.

The foregoing shall not apply to a compensation consultant, legal counsel or other advisor whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on a broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Consultant and about which the Consultant does not provide advice.

VI. General

A. The Compensation Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when it deems appropriate to discharge its responsibilities, other than final determinations of compensation for officers of the Company, which must be made during a meeting of the Compensation Committee or by unanimous written consent of the Compensation Committee.

B. The Compensation Committee shall make regular reports to the Board on matters for which it has responsibility.

C. In carrying out its responsibilities, the Compensation 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 Compensation Committee may consult. The Compensation Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditors or any other professional retained by the Company to render advice to the Company, attend a meeting of the Compensation Committee, or meet with any members of or advisors to the Compensation Committee. The Compensation Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms. The Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to such advisors.

***Adopted by the Board of Directors of Gelesis Holdings, Inc. on January 19, 2022.
Effective as of January 19, 2022.***