

COMPENSATION COMMITTEE CHARTER

INFLARX N.V.

Article 1. INTRODUCTION

- 1.1. This charter, together with the relevant provisions of the Board Rules, govern the organisation, decision-making and other internal matters of the Committee. In performing their duties, the Committee Members shall comply with this charter and the relevant provisions of the Board Rules.
- 1.2. This charter is complementary to, and subject to, the Company's articles of association, the Board Rules, and applicable laws and regulations.
- 1.3. This charter shall be posted on the Website.

Article 2. PURPOSE

The purpose of the Committee is to assist the Board of Directors with oversight of executive compensation.

Article 3. DEFINITIONS AND INTERPRETATION

- 3.1. Unless otherwise defined in this charter, capitalised terms shall have the meanings ascribed to them in the Board Rules.
- 3.2. Without prejudice to Article 3.1, the following definitions shall apply in this charter:

Board of Directors	The board of directors of InflaRx N.V.
Board Rules	The rules concerning the organisation, decision-making and other internal matters of the Board of Directors.
Committee	The compensation committee established by the Board of Directors.
Committee Chairman	The chairman of the Committee.
Committee Member	A member of the Committee.
SEC	Securities and Exchange Commission.
- 3.3. Terms that are defined in the singular have a corresponding meaning in the plural.
- 3.4. Words denoting a gender include each other gender.

Article 4. COMPOSITION

- 4.1. The Committee consists of at least two Non-Executive Directors, with the exact number to be determined by the Board of Directors.
- 4.2. The Committee Members shall be appointed and dismissed by the Board of Directors.

- 4.3. More than half of all Committee Members shall be independent within the meaning of the Dutch Corporate Governance Code.
- 4.4. Unless the Board of Directors elects a Committee Chairman, the Committee shall elect a Committee Member to be the Committee Chairman. The Committee may dismiss the Committee Chairman, provided that the Committee Member so dismissed shall subsequently continue his term of office as a Committee Member without having the title of Committee Chairman.
- 4.5. Unless the Board of Directors decides otherwise, the Committee Chairman shall not be the Chairman or a former Executive Director.

Article 5. DUTIES AND ORGANISATION

- 5.1. The Board of Directors may allocate from time to time certain of its tasks and duties to the Committee pursuant to a resolution to that effect. The Committee can validly pass resolutions in respect of matters which fall under the tasks and duties allocated to the Committee.
- 5.2. The Committee is charged with, and shall be able to pass resolutions relating to, the following matters:
 - (a) reviewing and evaluating (i) the Company's compensation policy and benefits policies generally (if any), including the review and recommendation of any incentive-compensation and equity based plans of the Company that are subject to approval of the Board of Directors, (ii) the compensation of the Chief Executive Officer and (iii) the Company's policies and practices relating to the compensation of the Company's executive officers who are not Directors. In performing such review, the Committee may consider the recruitment, development, promotion, retention and compensation of Directors and the Company's executive officers who are not Directors (in which case the Committee shall directly consult with such executive officers) and other non-executive employees of the Company and any other factors that it deems appropriate;
 - (b) determining stock ownership guidelines for the directors, Chief Executive Officer, and other executive officers and monitor compliance with such guidelines;
 - (c) submitting clear and understandable proposals to (i) the Board of Directors concerning changes to the Company's compensation policy applicable for the Board of Directors and (ii) the Chief Executive Officer concerning changes to the Company's policies and practices relating to the compensation of the Company's other executive officers who are not Directors;
 - (d) submitting proposals to (i) the Board of Directors concerning the compensation of individual Directors and (ii) the Chief Executive Officer concerning the compensation of the Company's executive officers who are not Directors; any such proposals relating to the compensation of individual Directors shall at least cover:
 - (i) the compensation structure;
 - (ii) the amount of the fixed and variable compensation components;

- (iii) the applicable performance criteria;
 - (iv) the scenario analyses that have been carried out;
 - (v) the pay ratios within the Company group;
 - (vi) the relevant Director's views with regard to the amount and structure of his own compensation; and
 - (vii) if considered appropriate by the Board of Directors or the Committee, the views of the Executive Directors with regard to the amount and structure of their own compensation;
- (e) the review and assessment of risks arising from the Company's employee compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company;
- (f) the preparation of the Company's compensation report for the Board of Directors;
- (g) the preparation of the Committee report required by SEC rules or the rules of any other regulatory body;
- (h) the retention of or obtaining advice from a compensation consultant, legal counsel or other advisor as the Committee deems necessary or appropriate to carry out its responsibilities, including the appointment of such consultant, counsel or advisor and the ability to cause the Company, without further action by the Board of Directors, to pay the reasonable compensation of such consultant, counsel or advisor as approved by the Committee, provided, however, that in retaining or obtaining the advice of such consultant, counsel or advisor, other than in-house legal counsel, the Committee shall take into consideration the factors affecting independence required by applicable SEC rules and NASDAQ rules, if applicable. The Committee will be responsible for the oversight of the work of any such consultant, counsel or advisor; and
- (i) the assistance to the Board of Directors in its oversight of human capital management, including corporate culture, diversity and inclusion, recruiting, retention, attrition, talent management, career development and progression, succession, and employee relations.
- 5.3. The Committee may delegate its authority to subcommittees, provided that such subcommittee consists of Non-Executive Directors only, or the Chairman of the Committee when it deems it appropriate and in the best interests of the Company.
- 5.4. The Committee shall regularly report on its deliberations and findings to the Board of Directors.
- 5.5. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, and each meeting shall be presided over by the Committee Chairman and, in the absence of the Committee Chairman, one of the other Committee Members shall be designated as the acting chair of the meeting.

- 5.6. No Executive Director should attend that portion of any meeting where such Executive Director's performance or compensation is discussed.
- 5.7. At least annually, the Committee shall evaluate its own performance and report to the Board of Directors on such evaluation.
- 5.8. The Committee shall review and assess the adequacy of this charter annually and recommend any proposed changes to the Board of Directors.

Article 6. AMENDMENTS AND DEVIATIONS

Pursuant to a resolution to that effect, the Board of Directors may amend or supplement this charter and allow temporary deviations from this charter.

Article 7. GOVERNING LAW AND JURISDICTION

This charter shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this charter shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam.