

## NOMINATION AND CORPORATE GOVERNANCE 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. DEFINITIONS AND INTERPRETATION

- 2.1. Unless otherwise defined in this charter, capitalised terms shall have the meanings ascribed to them in the Board Rules.
- 2.2. Without prejudice to Article 2.1, the following definitions shall apply in this charter:

<b>Board of Directors</b>	The board of directors of InflaRx N.V.
<b>Board Rules</b>	The rules concerning the organisation, decision-making and other internal matters of the Board of Directors.
<b>Committee</b>	The nomination and corporate governance committee established by the Board of Directors.
<b>Committee Chairman</b>	The chairman of the Committee.
<b>Committee Member</b>	A member of the Committee.

- 2.3. Terms that are defined in the singular have a corresponding meaning in the plural.
- 2.4. Words denoting a gender include each other gender.

#### Article 3. COMPOSITION

- 3.1. The Committee consists of at least two Non-Executive Directors, with the exact number to be determined by the Board of Directors.
- 3.2. The Committee Members shall be appointed and dismissed by the Board of Directors.
- 3.3. 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.

#### **Article 4. DUTIES AND ORGANISATION**

- 4.1. 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.
- 4.2. The Committee is charged with, and shall be able to pass resolutions relating to, the following matters:
  - (a) drawing up selection criteria and appointment procedures for the Directors;
  - (b) reviewing the size and composition of the Board of Directors and submitting proposals for the composition profile of the Board of Directors;
  - (c) reviewing the functioning of individual Directors and reporting on such review to the Board of Directors;
  - (d) drawing up a plan for the succession of Directors;
  - (e) submitting proposals for (re)appointment of Directors;
  - (f) supervising the policy of the Board of Directors regarding the selection criteria and appointment procedures for the Company's executive officers who are not Directors;
  - (g) overseeing the self-evaluation of the Board of Directors to determine whether it and its committees are functioning effectively;
  - (h) developing and recommending to the Board the Code of Business Conduct and Ethics ("Code") for the Company and overseeing compliance with such Code, including - at least annually - reviewing and reassessing the adequacy of such Code and recommending any proposed changes to the Board of Directors.
- 4.3. 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.
- 4.4. The Committee has the authority to retain and terminate any advisors, including search firms to identify Director candidates and other executive officers who are not Director candidates, compensation consultants as to Directors and other executive officers who are not Directors and legal counsel, including authority to approve all such advisers' fees and other retention terms.
- 4.5. The Committee shall regularly report on its deliberations and findings to the Board of Directors.
- 4.6. 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.

- 4.7. At least annually, the Committee shall review the evaluations prepared by each committee of the Company established by the Board of Directors, of such committee's performance and consider any recommendations for proposed changes to the Board of Directors.
- 4.8. At least annually, the Committee shall evaluate its own performance and report to the Board of Directors on such evaluation.
- 4.9. The Committee shall review and assess the adequacy of this charter annually and recommend any proposed changes to the Board of Directors.

**Article 5. 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 6. 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.