



Charter of The Compensation Committee of the Board of Directors

As adopted by the Compensation Committee of the Board of Directors on December 24, 2003 and last reviewed on October 3, 2023

The Board of Directors (the "Board") of Imunon, Inc. (the "Corporation") has determined that the Compensation Committee of the Board shall assist the Board in carrying out certain of its executive and employee compensation responsibilities, and consequently has adopted this charter (the "Charter") to establish the governing principles of the Compensation Committee.

Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Compensation Committee on reports or other information provided by others.

I. ROLE OF THE COMPENSATION COMMITTEE

The role of the Compensation Committee is to act on behalf of the Board in fulfilling the following responsibilities:

- A. To determine, or recommend to the Board for determination, the compensation for the chief executive officer of the Corporation;
- B. To determine, or recommend to the Board for determination, the compensation for the other executive officers of the Corporation;
- C. To make recommendations to the Board with respect to compensation of the non-management directors (to the extent set forth in this Charter or otherwise directed by the Board);
- D. To establish, review and administer, or provide for the administration of, the Corporation's benefit plans and programs, including incentive plans and to ensure appropriate public disclosure with respect thereto;
- E. Administer and oversee the Corporation's incentive compensation recovery policy under Section 10D of the Exchange Act and applicable exchange listing rules; and
- F. To establish, review and administer any other compensation arrangements.

For purposes of this Charter, "executive officers" means the individuals classified by the company as officers for purposes of the rules and regulations of the Securities and Exchange Commission (the "SEC Rules") under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

II. COMPOSITION AND OPERATION OF THE COMPENSATION COMMITTEE

- A. The Board shall appoint, based on recommendation by the Nominating and Corporate Governance Committee, the members of the Compensation Committee at the Board's annual



organizational meeting or, if such action is not taken at such annual organizational meeting, then as soon as practicable thereafter, by majority vote of the directors present at a meeting of the Board at which a quorum is present, or by unanimous written consent of the entire Board, and each member of the Compensation Committee shall serve until his or her successor is duly elected by the Board at the next such annual meeting or thereafter or until such member's earlier death, resignation or removal. Any member of the Compensation Committee may be removed, with or without cause, by a majority vote of the directors present at a meeting of the Board at which a quorum is present or by unanimous written consent of the entire Board of Directors.

- B. The Compensation Committee shall consist of at least three members, each of whom is independent of management and the Corporation. Members of the Compensation Committee shall be considered independent if they meet the independence requirements of the rules of the Nasdaq listing standards ("Nasdaq Rules") and SEC Rules. In addition, all of the members must qualify as "non-employee directors" within the meaning of Exchange Act Rule 16b-3.
- C. If a Chairperson has not been elected by the Board, the members of the Compensation Committee shall designate a Chairperson by majority vote. The Chairperson shall preside at sessions of the Compensation Committee at which he or she is present and shall set the agenda for each Compensation Committee meeting. In the absence of the Chairperson, the members of the Compensation Committee present at a meeting thereof may designate a Chairperson for such meeting. The Chair of the Board or the Chairperson of the Compensation Committee, and each of them, may call meetings of the Compensation Committee. Meetings of the Compensation Committee also may be called by a majority of the directors constituting the Compensation Committee and by such persons, or in such manner, as from time to time may be required by applicable Exchange Rules or SEC Rules. The Compensation Committee shall cause to be made and shall retain complete and accurate minutes of its meetings and records of its other actions.
- D. Formal action to be taken by the Compensation Committee shall be by unanimous written consent or by the affirmative vote of a majority of the Compensation Committee members present (in person or by conference telephone or other electronic means) at a meeting at which a quorum is present. A majority of the authorized number of members of the Compensation Committee, provided by the resolutions of the Board then in effect regarding the size of the Compensation Committee, shall constitute a quorum for the transaction of business, except to adjourn as provided by Sections 4.2 and 3.11 of the Corporation's Bylaws. The chief executive officer shall not be present during voting or deliberations by the Compensation Committee or the Board with respect to compensation of the chief executive officer.

III. MEETINGS OF THE COMPENSATION COMMITTEE

The Compensation Committee shall meet not less than once during each year and more frequently as may be necessary or appropriate to fulfill its responsibilities under this Charter. The Compensation Committee should meet at least annually with the Corporation's chief executive officer and such other executive officers as the Compensation Committee deems appropriate. The Compensation Committee should meet periodically in executive session outside of the presence of management.



IV. AUTHORITY AND RESPONSIBILITIES OF THE COMPENSATION COMMITTEE

- A. The Compensation Committee shall have the authority to undertake such specific duties and responsibilities as the Board from time to time may prescribe, including, without limitation, to:
- i. Oversee and review the Corporation's employee benefits programs and the Corporation's policies and terms and conditions applicable to its employees;
 - ii. Review and make recommendations to the Board with respect to the compensation of non- management directors and directors' and officers' indemnity and insurance matters;
 - iii. Review and make recommendations to the Board with respect to existing or proposed incentive compensation, equity-based compensation plans and overall compensation and benefits;
 - iv. Approve and administer the Corporation's incentive plans and executive compensation programs, including, without limitation, the Corporation's stock incentive plans and any other equity-based plans that may be established in the future;
 - v. Review and recommend to the Board, or approve, any contracts or transactions with current or former executive officers of the Corporation, including consulting or employment contracts, separation, severance or termination arrangements and perquisites to employees made or guaranteed by the Corporation;
 - vi. Review and make its recommendation to the Board regarding any proposed new compensation arrangement that varies materially from the Corporation's established compensation programs;
 - vii. Monitor compensation trends, investigate any matter of interest or concern that the Compensation Committee deems appropriate, and solicit independent advice when appropriate. To this end, the Compensation Committee is authorized to engage, retain or terminate, at the Corporation's expense, such independent legal counsel or such other independent advisors or experts as the Compensation Committee deems necessary or appropriate in the performance of its duties and to approve fees payable to such advisors or experts and the terms of their engagement. Prior to retention of any advisers and consultants to the Compensation Committee, assess the independence of such compensation consultants, legal and other advisers, taking into consideration all relevant factors the Compensation Committee deems appropriate to such adviser's independence, including factors specified in the listing standards of the Nasdaq Rules or SEC Rules;

- viii. Inform the Board of the funding needs of the Compensation Committee with respect to the engagement of advisors as set forth in subsection vii. above or other administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties;
- ix. Prepare the compensation committee report on executive compensation required to be included in the Corporation's proxy statement for the Corporation's annual meeting of stockholders and as required for any proxy statement for a special meeting of the stockholders of the Corporation;
- x. Review public disclosures relating to compensation matters, including the CD&A and other required contained in the Corporation's proxy statement, periodic reports and other public announcements pursuant to the federal securities laws, the SEC Rules, the Nasdaq Rules; and review disclosures to be included in the annual report to security holders for the year covered thereby regarding (a) the number of unoptioned shares available for grant at the beginning and end of the year under its stock incentive plan(s), and (b) any changes in exercise price of outstanding options, whether through cancellation and reissuance or otherwise, except changes resulting from the normal operation of anti-dilution provisions of such options.
- xi. Oversee the Corporation's compliance with SEC Rules and regulations and Nasdaq Rules, as applicable, regarding stockholder advisory votes with respect to certain executive compensation matters, including non-binding advisory votes on executive compensation, the frequency of such votes (such frequency to be considered by stockholders at least every six years or more frequently as appropriate) and on "golden parachute" payments and clawback policies;
- xii. Review and monitor matters related to human capital management, including talent acquisition and retention, diversity and inclusion and the disclosures relating to such matters to be made in the Corporation's SEC filings, when and as required of the Company, coordinating with the Board on such matters as requested;
- xiii. Oversee and administer the Corporation's incentive compensation recovery policy adopted under Section 10D of the Exchange Act and applicable stock exchange listing rules;
- xiv. Regularly report to the Board on the Compensation Committee's activities and the matters discussed at each meeting of the Compensation Committee;
- xv. Annually review the Compensation Committee's performance of its responsibilities and duties;
- xvi. Review periodically, but no less frequently than annually, this Charter, the structure, the processes and membership requirements of the Compensation Committee ;and



- xvii. Perform any other activities as the Compensation Committee deems appropriate, or as are requested by the Board, consistent with this Charter, the Corporation's Bylaws and applicable laws and regulations.

B. The Compensation Committee shall:

- i. Review and approve corporate goals and objectives relevant to the compensation of the chief executive officer, evaluate performance of the chief executive officer in light of those goals and objectives, and determine, or recommend to the Board for determination, the chief executive officer's compensation based on such evaluation; and
- ii. Determine, or recommend to the Board for determination, the base and incentive compensation of the Corporation's other executive officers. In setting the chief executive officer and other executive officer compensation, the Compensation Committee shall review, as it considers appropriate Corporation performance and relative stockholder return, compensation at comparable companies, past years' compensation to the Corporation's chief executive officer and other executive officers, and other relevant factors.

The Compensation Committee will also review incentive compensation arrangements to confirm that incentive pay arrangements do not create or encourage unnecessary risk-taking and report the results thereof to the full Board.