



## **Charter of The Audit Committee of The Board of Directors**

*As adopted by the Audit Committee of the Board of Directors on May 4, 2007 and last reviewed on January 24, 2023*

The Board of Directors (the "Board") of Imunon, Inc. (the "Company") has determined that the Audit Committee of the Board shall assist the Board in fulfilling certain of the Board's oversight responsibilities and consequently has adopted a charter (the "Charter") to establish the governing principles of the Audit Committee. The Audit Committee's function is one of oversight only and does not relieve management of its responsibilities to (1) make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company, (2) devise and maintain an effective system of internal accounting controls, (3) devise and maintain effective disclosure controls and procedures and internal controls over financial reporting and (4) prepare financial statements that are accurate and complete and fairly present the financial condition, results of operations and cash flows of the Company and further does not relieve the independent registered public accounting firm ("Independent Accountants") of their responsibilities relating to the audit or review of financial statements.

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 Audit Committee on reports or other information provided by others.

### **I. ROLE OF THE AUDIT COMMITTEE**

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

- A. To oversee all material aspects of the Company's financial reporting, audit functions and control, including, without limitation, internal control, financial control and disclosure and reporting control, except those that are specifically related to the responsibilities of another committee of the Board;
- B. To monitor and evaluate the independence and performance of the Company's Independent Accountants and the performance of such other accountants as may be retained from time to time to perform non-audit functions on behalf of the Company; and
- C. To provide a means for open communication among the Company's Independent Accountants, financial and senior management, the internal audit department and the Board.

### **II. COMPOSITION AND OPERATION OF THE AUDIT COMMITTEE**

- A. The Board shall appoint the members of the Audit 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 Audit 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 Audit 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 Audit Committee shall consist of at least three members but not more than six members, each of whom is independent of management and the Company. Members of the Audit Committee shall be considered independent if they meet the independence requirements of the Nasdaq listing standards (the "Nasdaq Rules"), Section 10A of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations of the Securities and Exchange Commission (the "SEC Rules"). Except as the Board otherwise may permit in a particular case by means of a vote of the majority of the disinterested members thereof, no Audit Committee member shall simultaneously serve on the audit committees of more than two other companies subject to the periodic reporting requirements of the Exchange Act.
- C. Each member of the Audit Committee shall meet the requirements of the Nasdaq Rules. Without limiting the generality of the foregoing, Audit Committee members shall have a basic understanding of finance and accounting and shall be able to read and understand fundamental financial statements, including a balance sheet, income statement, and cash flow statement, and shall not have participated in the preparation of the Company's financial statements or any current subsidiary thereof at any time during the three years prior to his or her appointment to, and while serving on, the Audit Committee.
- D. At least one member of the Audit Committee shall have (i) accounting or related financial management experience; (ii) requisite professional certification in accounting; or (iii) any other comparable experience or background which results in the individual's financial sophistication, including, but not limited to, being or having been a chief executive officer, chief financial officer, other senior officer with financial oversight responsibilities, or an active participant on one or more public company audit committees, as required by the Nasdaq Rules.

In addition, at least one member of the Audit Committee (which member can be the same member as described in the immediately preceding sentence) shall have (1) an understanding of generally accepted accounting principles and financial statements; (2) the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves; (3) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; (4) an understanding of internal controls and procedures for financial reporting; and (5) an understanding of audit committee functions (collectively, the "Required Financial Skills"). Such person shall have acquired the Required Financial Skills through any one or more of the following means: (i) education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions; (ii) experience actively supervising a principal



financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions; (iii) experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or (iv) other relevant experiences with respect to the preparation, auditing or evaluation of financial statements; or (v) other relevant experience.

- E. If a Chairperson has not been selected by the Board, the members of the Audit Committee shall designate a Chairperson by majority vote. The Chairperson shall preside at meetings of the Audit Committee at which he or she is present and shall set the agenda for each Audit Committee meeting. In the absence of the Chairperson, the members of the Audit Committee present at a meeting thereof may designate a Chairperson for such meeting. The Chair of the Board or Chairperson of the Audit Committee, and each of them, may call meetings of the Audit Committee. Meetings of the Audit Committee also may be called by a majority of the directors constituting the whole Audit Committee and by such persons, or in such a manner, as from time to time may be required by applicable Nasdaq Rules or SEC Rules. The Audit Committee shall cause to be made and shall retain complete and accurate minutes of its meetings and records of its other actions.
- F. Formal action to be taken by the Audit Committee shall be by unanimous written consent or by the affirmative vote of a majority of the Audit 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 Audit Committee, provided by the resolutions of the Board then in effect regarding the size of the Audit Committee, shall constitute a quorum for the transaction of business, except to adjourn as provided by Sections 4.2 and 3.11 of the Company's Bylaws.

### **III. MEETINGS OF THE AUDIT COMMITTEE**

The Audit Committee shall meet at least four times annually, or more frequently as circumstances may require. The Chair of the Audit Committee shall be responsible for meeting with the Independent Accountants at their request to discuss the interim financial statements. The Audit Committee shall meet in executive session outside of the presence of management as a committee and with the Independent Accountants as deemed necessary and shall also meet with members of the internal audit department and management in executive sessions as deemed necessary.

### **IV. RESPONSIBILITIES OF THE AUDIT COMMITTEE**

The Audit Committee shall have the authority to act with respect to:

- A. The Company's Risks and Control Environment
  - » To discuss with the Company's management, Independent Accountants and internal audit department the integrity of the Company's financial reporting processes and controls, particularly the controls in areas representing significant financial and business risks and review and discuss the Company's major risk exposures relating to the financial statements,



auditing and financial reporting process, cybersecurity and other information technology risks, key credit risks, liquidity risks and market risks and the steps management has taken to monitor and control such risks and exposures, including the Company's risk assessment and risk management policies and guidelines, and report the results of such reviews and discussions to the Board.

- » To review and update periodically a code of ethical conduct and review the Company's procedures to enforce compliance with the code; and
- » To investigate any matter brought to its attention within the scope of its duties.

#### B. The Company's Independent Accountants

- » Sole authority and direct responsibility to appoint, compensate, retain, terminate, evaluate and oversee the work of the Independent Accountants with such Independent Accountants reporting directly to the Audit Committee;
- » To evaluate annually the independence, effectiveness and objectivity of the Company's Independent Accountants, including the review and evaluation of the lead partner of the Independent Accountants and evaluation of such other matters as the Audit Committee may consider relevant to the engagement of the Independent Accountants;
- » To ensure that the Audit Committee receives annually from the Company's Independent Accountants a formal written report describing completely the relationships between the Independent Accountants and the Company that the Independent Accountants are required to provide to the Audit Committee, to actively engage in a dialogue with the Independent Accountants about any relationships between the Independent Accountants and the Company or any services that the Independent Accountants provide or propose to provide that may impact upon the objectivity and independence of the Independent Accountants and to take, or recommend that the Board take, appropriate action to oversee the independence of the Independent Accountants;
- » To discuss the matters required to be discussed by PCAOB Auditing Standard No. 2410, *Related Parties*, and other related auditing standards, including without limitation information regarding the company's relationships with related parties, the company's significant unusual transactions and the company's financial relationships and transactions with its executive officers, if any, and any "critical audit matters" (CAMs) to be included in the Independent Accountants' report in accordance with the requirements of PCAOB Auditing Standard No. 3101, *The Auditor's Report on an Audit of Financial Statements When the Auditor Expresses an Unqualified Opinion*;
- » To consider whether the provision of non-audit services by the Independent Accountants is compatible with maintaining the Independent Accountants' independence; and
- » To pre-approve all audit and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the Independent Accountants, subject to the de minimis exceptions for non audit services described in Section 10A (i)(1)(B) of the Exchange Act and SEC Rule 2-01(c)(7)(i)(C) of Regulation S-X, provided that all such excepted



services are subsequently approved by the Audit Committee prior to the completion of the audit. In the event pre-approval for such auditing services and permitted non audit services cannot be obtained as a result of inherent time constraints in the matter for which such services are required, the Chairperson of the Audit Committee shall have the authority to pre-approve such services, provided that the estimated cost of such services on each such occasion does not exceed \$10,000, and the Chairperson of the Audit Committee reports for ratification such pre-approval to the Audit Committee at its next scheduled meeting.

#### C. The Company's Financial Reporting Process

- » To directly oversee the Company's selection of and major changes to its accounting policies and any accountant engaged by the Company;
- » To meet with the Company's Independent Accountants and financial management both to discuss the proposed scope of the audit and to discuss the conclusions of the audit, including any items that the Independent Accountants are required by auditing standards to discuss with the Audit Committee, such as, any significant changes to the Company's accounting policies, the integrity of the Company's financial reporting process and any proposed changes or improvements in financial, accounting or auditing practices;
- » To oversee and facilitate the resolution of any disagreements between management and the Independent Accountants over financial reporting;
- » To discuss with the Company's financial management and Independent Accountants the Company's annual results and, when appropriate, the interim results before they are made public;
- » To review and discuss with the Company's financial management and Independent Accountants the Company's audited financial statements and, when appropriate, the Company's interim financial statements, before they are made public;
- » To review of Earnings Releases: and
- » To recommend to the Board whether the Company's annual report on Form 10-K to be filed with the SEC should include the audited financial statements and issue for public disclosure by the Company the report required by the rules of SEC.

#### D. The Company's Internal Audit Process

- » To review, assess and approve the charter for the internal audit department;
- » To review and approve the annual internal audit plan of, and any special projects to be undertaken by, the internal audit department;
- » To discuss with the internal audit department any changes to, and the implementation of, the internal audit plan and any special projects and discuss with the internal audit department the results of the internal audits and any special projects; and



- » To oversee the activities, organizational structure and qualifications of the internal audit department.

E. Other Matters

- » To review and update periodically, no less frequently than annually, this charter of the Audit Committee;
- » To annually review the Audit Committee's performance of its responsibilities and duties;
- » To review reports and any financial information submitted by the Company to a government body or the public;
- » To report to the Board the matters discussed at each meeting of the Audit Committee;
- » To keep an open line of communication with the financial and senior management, the internal audit department, the Independent Accountants and the Board;
- » To establish, and periodically review, rules for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- » To retain, at the Company's expense, special legal, accounting or other consultants or experts it deems necessary in the performance of its duties.