



# **Charter of the Nominating and Governance Committee of the Board of Directors**

*As adopted by the Nominating and Governance Committee of the Board of Directors on December 24, 2003 and last reviewed on December 5, 2024*

The Board of Directors (the "Board") of Imunon, Inc. (the "Corporation") has determined that the Nominating and Governance Committee of the Board shall assist the Board in carrying out certain of its responsibilities with respect to the identification, recruitment and nomination or appointment of prospective director nominees and certain other corporate governance matters, and consequently has adopted this charter (the "Charter") to establish the governing principles of the Nominating and Governance 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 NOMINATING AND GOVERNANCE COMMITTEE**

The role of the Nominating and Governance Committee is to act on behalf of the Board to ensure that the Board and the Nominating and Governance Committee of the Board are appropriately constituted to meet their fiduciary and corporate governance obligations and to develop, recommend to the Board, and assess corporate governance policies for the Corporation.

## **II. COMPOSITION AND OPERATION OF THE NOMINATING AND GOVERNANCE COMMITTEE**

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



Governance 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.

- B. The Nominating and Governance Committee shall consist of at least three members but not more than six members, each of whom is independent of management and the Corporation. Members of the Nominating and Governance Committee shall be considered independent if they meet the independence requirements of the rules of the Nasdaq listing standards ("Nasdaq Rules") and the rules and regulations of the Securities and Exchange Commission (the "SEC Rules").
- C. If a Chairperson has not been selected by the Board, the members of the Nominating and Governance Committee shall designate a Chairperson by majority vote. The Chairperson shall preside at meetings of the Nominating and Governance Committee at which he or she is present and shall set the agenda for each Nominating and Governance Committee meeting. In the absence of the Chairperson, the members of the Nominating and Governance Committee present at a meeting thereof may designate a Chairperson for such meeting. The Chair of the Board or the Chairperson of the Nominating and Governance Committee, and each of them, may call meetings of the Nominating and Governance Committee. Meetings of the Nominating and Governance Committee also may be called by a majority of the directors constituting the whole Nominating and Governance Committee and by such persons, or in such manner, as from time to time may be required by applicable Nasdaq Rules or SEC Rules. The Nominating and Governance 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 Nominating and Governance Committee shall be by unanimous written consent or by the affirmative vote of a majority of the Nominating and Governance 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 Nominating and Governance Committee, provided by the resolutions of the Board then in effect regarding the size of the Nominating and Governance 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.

### **III. MEETINGS OF THE NOMINATING AND GOVERNANCE COMMITTEE**

The Nominating and Governance 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 Corporation's chief executive officer and other senior executives may attend meetings of the Nominating and Governance Committee, with the consent of the Chairperson of the Nominating and Governance Committee, which consent shall not unreasonably be withheld or conditioned. However, the Nominating and Governance Committee should meet periodically, and no less frequently than once each year, in executive session outside of the presence of management.



#### **IV. AUTHORITY AND RESPONSIBILITIES OF THE NOMINATING AND GOVERNANCE COMMITTEE**

- A. The Nominating and Governance 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. Review and recommend to the Board the size and composition of the Board;
  - ii. Develop and periodically review criteria for selecting candidates for election as directors in compliance with the Nasdaq Rules, the SEC Rules and any applicable state laws;
  - iii. Identify and recruit individuals qualified to become directors of the Corporation who meet the requirements of the Nasdaq Rules, the SEC Rules, any applicable state laws and the Corporation's governing documents including without limitation the Corporate Governance Guidelines and Bylaws, and evaluate (including inquiring into the background of candidates) Board nominees for all directorships to be voted on by the stockholders or by the Board, including nominees for each committee of the Board. In choosing candidates for membership on the Board, the Nominating and Governance Committee shall take into account all factors it considers appropriate, including among others, Nasdaq listing standards ("Nasdaq Rules") Board member experience, qualifications, diversity, expertise, skills and characteristics, and shall conduct searches for potential Board members with corresponding attributes;
  - iv. Review and determine whether members of the Board should stand for reelection, considering such incumbent directors as if they were candidates de novo and whether they continue to meet the requirements of the Nasdaq Rules, the SEC Rules and any applicable state laws and the Corporation's governing documents including without limitation the Corporate Governance Guidelines and Bylaws;
  - v. Review the Corporation's disclosures concerning the specific experience, qualifications, attributes or skills that led to the conclusion that each director and nominee should serve as a director in light of the Corporation's business and structure;
  - vi. Assess the appropriateness of a director continuing to serve on the Board upon a substantial change in the director's principal occupation or business association

from the position such director held when originally invited to join the Board, and recommend to the Board any action to be taken with respect thereto;

- vii. Review directorships in other public companies held by or offered to Directors and executive officers of the Corporation as needed;
- viii. Establish and oversee a program for the continuing education of the members of the Board, and an orientation and training program for new directors, in each case relative to the Corporation's business and the directors' fiduciary duties;
- ix. Evaluate the current composition and organization of the Board and its committees, determine future requirements, and make recommendations to the Board for on its succession planning;
- x. Engage, retain or terminate, at the Corporation's expense, any search firms or other independent advisors, consultants or experts as the Nominating and Governance Committee may deem necessary or appropriate to assist the Nominating and Governance Committee with the performance of its duties, including, without limitation, identification of director candidates, and to approve fees payable to such advisors or experts and the terms of their engagement;
- xi. Inform the Board of the funding needs of the Nominating and Governance Committee with respect to the engagement of advisors as set forth in subsection vii. above or such other administrative expenses of the Nominating and Governance Committee as are necessary or appropriate in carrying out its duties;
- xii. Oversee, review and assess the Corporation's environmental, social and governance (ESG) strategy, initiatives, policies, public disclosures, and progress towards goals or targets set by management, including in the areas of climate, environmental protection and sustainability, public policy and corporate philanthropy;
- xiii. Develop and recommend to the Board, review the effectiveness of, and recommend modifications as appropriate to, the Corporate Governance Guidelines and other governance policies of the Corporation;
- xiv. Review stockholder proposals, except for stockholder proposals pertaining to compensation matters which are reviewed by the Board's Compensation Committee, and recommend responses to such proposals to the Board;
- xv. Regularly report to the Board on the Nominating and Governance Committee's activities and the matters discussed at each meeting of the Nominating and Governance Committee;



- xvi. Annually review the Nominating and Governance Committee's performance of its responsibilities and duties and coordinate and oversee the annual self-evaluation of the role and performance of the Board and its other committees;
  - xvii. Review periodically, but no less frequently than annually, this Charter, the structure, the processes and membership requirements of the Nominating and Governance Committee; and
  - xviii. Perform any other activities as the Nominating and Governance 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 Nominating and Governance Committee, on behalf of the Board, shall nominate candidates for directorships and members of standing committees of the Board and/or approve the nominations made by the Board for all directorships to be filled by the stockholders or the Board, including nominees for each standing committee of the Board.