

THARIMMUNE, INC. EXECUTIVE COMMITTEE CHARTER

(Effective: June 11, 2025)

Mission Statement

The Executive Committee (the “Executive Committee”) has been established by the Board of Directors (the “Board”) of Tharimmune, Inc. (the "Company"), in order to, among other things:

1. Empower agile and effective decision-making on critical business operations and strategic execution
2. Support the Chief Executive Officer and Executive Chairman in driving the Company's objectives
3. Ensure transparent reporting and alignment with the full Board's oversight

1. Purpose of Charter

This Charter outlines the establishment, objectives, and operational framework of the Executive Committee, a sub-committee of the Board. The Executive Committee is designed to facilitate efficient and effective decision-making on key business matters, streamlining processes and enabling agile responses to operational needs without requiring Board approval for every decision, excluding those areas explicitly reserved for other committees.

2. Mandate and Purpose

The Board has overall responsibility for the stewardship of the Company. The Executive Committee is mandated by the Board under the leadership of the CEO, to manage all aspects of the Company's operations. The Executive Committee is designed to support and assist the CEO to discharge his/her responsibility to effectively manage the Company. As such, the Executive Committee is the highest-level management body entrusted by the Board with the overall day-to-day management of the affairs of the Company. The primary purpose of this committee is to support the CEO and Executive Chairman in the effective management of the Company's operations and to ensure strategic objectives are met efficiently.

3. Membership

The Executive Committee shall consist of:

- The Chief Executive Officer (CEO), who shall serve as the Co-Chairman of the Executive Committee.
- The Executive Chairman of the Board, who shall serve as the Co-Chairman of the Executive Committee.

- The Head of the Audit Committee

The Executive Committee may invite other members of management or external advisors to attend meetings as non-voting participants when their expertise is required for specific matters.

4. Roles and Responsibilities

The Executive Committee shall have the following roles and responsibilities:

4.1. General Business Operations and Decisions

- Overseeing the Company's financial performance, investments, and other business ventures.
- Supervising the work of the executive team and monitoring the execution of decisions by the Board.
- Always making sound and objective judgments about the affairs of the Company.
- Providing leadership and maintaining a professional environment that supports open communication.
- Driving the strategic planning process by leading the formulation of strategy in line with the Company's mission and long-term goals, considering feasibility, current business models, opportunities, and risks.
- Developing and proposing annual and medium-term strategic plans to support the achievement of the Company's mission and long-term goals for Board approval.
- Implementing strategic plans and establishing appropriate systems to monitor the Company's execution of the strategic plans, including the internal/external environment's impact on the Company's strategies and initiatives.
- Reviewing the organization's overall execution of its annual and medium-term strategic plans on an ongoing basis and reporting quarterly to the Board on progress towards achieving strategic objectives, agreed key performance indicators, and rolling forecasts.
- Reviewing the performance, needs, and recommendations of Management and other Management Committees on an ongoing basis.
- Reviewing and recommending for approval by the Board, company-wide policies for the effective management of the operations of the Company.
- Making certain that all major financial and operational information is known to the Executive Committee.
- Preparing and presenting annual operating and capital budgets on a timely basis to allow adequate time for review and approval by the Board.
- Monitoring the Company's financial and operational performance relative to agreed targets and including key performance highlights along with any major performance issues/concerns in the reporting packages issued to the Board.

4.2. Risk Management and Internal Controls

- Establishing and monitoring the administration, adequacy, and effectiveness of the Company's framework to effectively identify, assess, monitor, and manage risks.

- Reviewing and validating the Company's risk profile, challenging its contents if necessary, and highlighting any emerging risks.
- Recommending resource allocation based on prioritization of risk monitoring and control activities in relation to business operations and assigning ownership for risk remediation strategies across departments.
- Reviewing the organization's overall risk profile on a quarterly basis and issuing quarterly reports to the Audit Committee in relation to the company's risk profile, inclusive of performance against risk appetite, impact of significant risks, critical risk trends, emerging risks, and risk mitigating strategies.
- Proposing draft risk appetite statements (risk tolerance, targets, and limits) prior to submission to the Audit Committee for approval on an annual basis, and monitoring performance against risk appetite statements once approved.

4.3. Compliance

- Establishing and monitoring the administration, adequacy, and effectiveness of the Company's framework for compliance with any applicable statutory/regulatory obligations.
- Actively monitoring compliance with the Company's statutory/regulatory obligations and its Code of Conduct, along with the results of any investigations in relation to instances of non-compliance.

4.4. Exclusions from Authority

The Executive Committee's authority **does not** extend to:

- **Compensation matters.** These matters are the purview of the [Compensation Committee](#), which is responsible for reviewing and approving corporate goals and objectives relevant to the compensation of the CEO and other executive officers, evaluating their performance, and determining their compensation levels.
- **Corporate governance matters.** The [Corporate Governance and Nominating Committee](#) is responsible for developing and recommending to the Board a set of corporate governance guidelines and periodically reviewing and assessing them for effectiveness.
- **Nomination of board members.** The [Corporate Governance and Nominating Committee](#) is responsible for identifying individuals qualified to become Board members and recommending to the Board the director nominees for election.
- **Auditing functions.** These remain with the [Audit Committee](#), which has the responsibility to appoint, compensate, retain, and oversee the work of the independent auditor, and to oversee the accounting and financial reporting processes of the Company and audits of its financial statements.

5. Meetings

- The CEO presides over Executive Committee meetings but may nominate another Member to chair meetings if he or she is unable to do so. If the nominated Member is also unable to attend the meeting, the Members present may nominate another Director to chair the meeting.
- The agenda and meeting package should be distributed to each member by the CEO at least 3 days before the scheduled meeting; unless, as determined by the CEO, an urgent matter needs to be included within the Executive Board packages after this deadline has expired.
- All Executive Committee meetings shall start at the times affixed on the agenda, and members must arrive on time (may include video and/or teleconferences) and stay until the meeting is adjourned, except when excused by the CEO.
- Each Executive Committee member is expected to hold in confidence the proceedings of the Executive Committee.

5.1. Quorum

- A majority of Executive Committee members shall constitute a quorum, but only if the CEO or designated Chairman is included among the majority.
- A quorum must always be present for the duration of the meeting and, where appropriate, such quorum may meet by video and/or teleconference.

5.2. Meeting Frequency

- The Executive Committee shall meet whenever this Executive Committee or the CEO deems it necessary.
- Unscheduled meetings may be convened provided that Executive Committee members are given at least one (1) working day prior notice.

5.3. Decisions

- All questions to be determined by the Executive Committee shall be determined by a majority of votes, and in the event of equality of votes, the Executive Chairman of the Board shall have the casting vote.
- Where appropriate, the Executive Committee shall defer action on items until they can be studied and discussed, or where expert advice or due diligence is required.
- Executive Committee members will support decisions made by the Executive Committee, even when there is disagreement, but the views or concerns of dissenting members will be noted.
- All decisions made by the Executive Committee will be detailed at quarterly Full Board Meetings, with all Board Members present, to provide ongoing updates on Executive Committee activities.

5.4. Minutes

- The Corporate Secretary (or a person designated by the CEO for such capacity for the purpose of this Committee) shall attend all meetings and prepare minutes of each meeting in proper form.
- Where a meeting is held in the absence of the Corporate Secretary or designate, the CEO shall ensure that a summary of the discussions and any decision is submitted to the Corporate Secretary as soon as practicable after the meeting.
- Draft minutes of meetings should be dispatched to each Member after at least ten (10) working days and, where appropriate, the decisions to the CEO at least five (5) working days after the meeting for his or her review and feedback.
- The minutes shall be confirmed and signed by the Chairman of the meeting and the secretary at the next following meeting.
- Minutes are to be confirmed before the formal agenda items are discussed.

6. Conflicts of Interest

- Conflicts of interest may arise from various external relationships held by Executive Committee Members including business, social, and family circumstances.
- Notwithstanding, Executive Committee members have a duty to act with objectivity in all matters where a specific conflict of interest does not arise.
- The Executive Committee may authorize any matter or situation proposed to them which would otherwise involve a member breaching his duty to avoid conflicts of interest as long as:
 - The matter in question is proposed for consideration in the same way that any other matter may be proposed to the Executive Committee.
 - Any requirement as to the quorum for consideration of the relevant matter is met without counting the conflicted member.
 - The matter is agreed to without any conflicted member being present or participating in any way in the deliberations.
 - All applicable aspects of the Company's Conflict of Interest policy as defined in the Code of Conduct are adhered to.
- In addition to the above, Executive Committee members must also be aware of and comply with their obligations under Company's [Code of Business Conduct & Ethics](#).

7. Review of Charter

This Charter is to be annually reviewed, updated, and approved by the Board. However, the Charter may be updated between the assigned review dates as necessary, based on changes in regulation, legislation, business processes, and the strategic direction of the Company, outcomes of risk assessment, or identification of any other material content gaps.

8. Additional Resources

The Committee shall have the right to use reasonable amounts of time of the Company's internal and independent accountants, internal and outside lawyers and other internal staff and also have the authority to hire independent experts, lawyers and other consultants to assist and advise it in connection with its responsibilities (provided that the Committee shall keep the Company's

finance department advised as to the general range of anticipated expenses for outside consultants and shall obtain the concurrence of the full Board in advance for non-routine and/or extraordinary expenses).