



Vaxxinity, Inc. Compensation Committee Charter

Adopted and Approved
November 4, 2021

I. Authority

The Board of Directors (the “**Board**”) of Vaxxinity, Inc. (the “**Company**”) has adopted this charter (this “**Charter**”) for its Compensation Committee (the “**Committee**”).

II. Composition

A. Number and Qualifications

The Committee shall have at least two members. Except as otherwise permitted by applicable phase-in rules and exemptions, each member of the Board (“**Director**”) who serves on the Committee must be affirmatively determined by the Company to satisfy the requirements established by the Company’s Corporate Governance Guidelines, as well as the rules and regulations promulgated by the Securities and Exchange Commission (the “**SEC**”), including those issued pursuant to Rule 10C-1(b)(1) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and the corporate governance listing standards of the Nasdaq Stock Market (“**Nasdaq**”), to be considered an “independent” Director. In addition, each member shall also qualify as a “non-employee director” within the meaning of SEC Rule 16b-3, as that Rule may be amended from time to time, promulgated under the Exchange Act, provided that the failure of any member to so qualify shall not cause any vote or quorum in which such member has participated to be invalid. Each member shall also meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

The members of the Committee shall not be required to meet the independence requirements of Nasdaq during any period in which the Company is a “controlled company” within the meaning of Nasdaq’s listing standards, unless the Board otherwise determines not to rely on the Nasdaq’s “controlled company” exemption. If the Company ceases to be a “controlled company” or the Board determines not to rely on Nasdaq’s “controlled company” exemption, the members of the Committee shall meet the independence requirements of Nasdaq within the periods required by Nasdaq’s phase-in rules applicable to companies who cease to be “controlled companies.”

B. Appointment

The Board, pursuant to the Company’s amended and restated bylaws (the “**Bylaws**”), upon the recommendation of its Nominating and Governance Committee, shall elect the chairperson and other members of the Committee on an annual basis, generally at the first meeting of the Board following the Company’s annual stockholders meeting. Vacancies on the Committee shall be filled by a vote of the Board.

C. Removal

The Board may remove a member of the Committee, or replace the chairperson, provided that the Board must, at all times, assure that the Committee will have, as soon as practicable, a chairperson and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.

D. Resignation

Any member of the Committee may resign therefrom at any time by delivering a letter of resignation to the Chairperson of the Board with a copy to the Lead Independent Director, if applicable, the chairperson of the Committee and the Secretary of the Company. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective has not been specified therein, then it shall take effect immediately upon its receipt by the Chairperson of the Board; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

III. Purpose and Responsibilities

Consistent with the Company's Corporate Governance Guidelines, and in addition to any other responsibilities which may be assigned from time to time to the Committee by the Board, the Committee shall have the following purpose and responsibilities:

A. Executive and Director Compensation

1. General Policy and Annual Review

The Committee shall be responsible for setting the Company's general policy regarding executive, Director and Board committee member compensation and for reviewing, no less than annually, the compensation provided to the Company's Chief Executive Officer (the "CEO"), any "officer" as defined in Rule 16a-1 of the Exchange Act and any other senior executives of the Company, as the Committee may, from time to time, determine should be subject to the Committee's direct purview (such executives, including the CEO, the "Designated Employees") as well as the Directors and the Board committee members.

2. Responsibility for Determining Compensation

The Committee shall be responsible for determining (or recommending to the Board for approval, when appropriate) and reviewing compensation (including salary, bonus, equity-based grants, and any other long-term cash compensation) for the Designated Employees as well as the Directors and the Board committee members.

3. Process for Determining Compensation

In determining compensation for the Designated Employees as well as the Directors and the Board committee members, the Committee shall consider all factors it deems relevant, which may include, as appropriate

(provided that the Designated Employees may not be present during voting or deliberations on his or her respective compensation): the Company's overall performance, stockholder return, the achievement of specific performance objectives that the Committee shall establish on an annual basis, compensation previously provided to the Designated Employees as well as the Directors and the Board committee members, any employment agreement terms, the value of compensation provided to individuals in similar positions at comparable companies (*i.e.*, one or more "peer groups" for each Designated Employee), and the measures taken by the Company to enhance its corporate compliance programs and to improve its systems of internal controls. In determining the CEO's compensation level, the Committee shall review and approve corporate goals and objectives relevant to the CEO and shall evaluate the CEO's performance in light of those goals and objectives. The Committee is responsible for approving the peer groups used by the Committee in determining executive compensation. In addition, the Committee may consider, as appropriate, views expressed by stockholders on executive, Director and/or Board committee member compensation matters, including results of stockholder advisory votes on executive compensation. The Committee may also consult with the Chairperson of the Board, CEO and/or other Directors (including, if applicable, the Lead Independent Director) as it sees fit.

4. Compensation Disclosure

The Committee will exercise oversight of the Company's disclosures regarding executive, Director and Board committee member compensation, including approving the report of the Committee to be included in the Company's Annual Report on Form 10-K and/or annual proxy statement. The Committee shall review and discuss with management the Compensation Discussion and Analysis disclosure and any disclosure in the Company's Annual Report on Form 10-K and/or annual proxy statement regarding advisors retained by the Committee, including such advisors' potential conflicts of interest, or regarding risk related to the Company's compensation programs and policies. Based on its review and discussions, the Committee may recommend to the Board that the Compensation Discussion and Analysis disclosure be included in the proxy statement for the annual meeting of stockholders and in the Company's annual report on Form 10-K (generally through incorporation by reference to the proxy statement). The Committee shall also be responsible for producing a Compensation Committee Report for inclusion in the Company's proxy statement.

5. Employment and Other Individual Agreements

The Committee shall be responsible for approving any offer letters, employment agreements, indemnification agreements, consulting agreements,

severance or retirement agreements or arrangements or change-in-control agreements for the Designated Employees.

6. Benefits

The Committee shall review at least annually the benefits and perquisites provided to the Company's senior executives.

7. Stock Ownership Guidelines

The Committee shall have the authority to approve stock ownership and retention guidelines for executives and Directors and to monitor compliance with such guidelines, including those listed in the Company's Corporate Governance Guidelines.

B. Other Compensation and Benefit Matters

1. General Oversight

The Committee shall have oversight of the Company's overall compensation structure, policies, practices, benefit plans and overall compensation philosophy, including reviewing periodic reports from management as to whether any risks arising from the Company's compensation programs and policies are reasonably likely to have a material adverse effect on the Company. The Committee shall also, as appropriate, review and recommend compensation and benefit plans for Board approval.

2. Incentive Compensation

The Committee shall administer the Company's executive bonus and equity-based incentive plans. The Committee may delegate its authority with respect to equity awards to the extent permitted by the Delaware General Corporation Law and the applicable equity-based incentive plan, other than with respect to equity awards granted to any Director or any officer of the Company subject to Section 16 of the Exchange Act.

3. Trends

The Committee shall monitor trends and developments in the areas of Director, executive and other relevant compensation practices.

4. Regulatory Oversight

The Committee shall have the authority to oversee the Company's response to regulatory developments affecting compensation. The Committee shall, along with the Nominating and Governance Committee, be responsible for reviewing and making recommendations to the Board regarding (i) the Company's responses to stockholder proposals related to compensation

matters and (ii) the Company's proposals relating to advisory votes regarding executive compensation and the frequency of such advisory votes. The Committee shall also be responsible for making recommendations to the Board regarding the Company's other proposals relating to executive compensation and equity-based incentive plans for inclusion in the Company's annual proxy statement.

5. Human Capital Management

The Committee shall develop and oversee, in the Committee's discretion, and periodically review Company strategies, policies and/or efforts related to pay equity and human capital management.

IV. Committee Operations

A. Meeting Schedule

The Committee shall approve its schedule of meetings and shall meet at least two times each year. The Committee may hold additional meetings at the direction of the Committee chairperson or at the request of any Committee member. The Committee may meet in person, by telephone conference call or by video conference, and may act by unanimous written consent.

B. Agenda and Materials

The Committee chairperson shall approve the agenda for the meetings, and any member may suggest items for the Committee's consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.

C. Attendance at Meetings

The Committee, at the discretion of the Committee chairperson, may invite members of management and such other persons as it deems appropriate to carry out its responsibilities, to attend the Committee's meetings. Notwithstanding the foregoing, no Designated Employee may be present during voting or deliberations concerning his or her compensation.

D. Executive Sessions

Unless the Committee determines otherwise, the Committee shall hold an executive session at each regularly scheduled meeting.

E. Voting

One-half of the Committee members, but not fewer than two, shall constitute a quorum. Each Committee member shall have one vote and actions at meetings shall be approved by a majority of the members present.

F. Delegation

Except as otherwise prohibited by law, the applicable corporate governance listing standards of Nasdaq, the Company's Certificate of Incorporation or the Bylaws, the Committee may delegate its responsibilities to subcommittees or individuals.

G. Minutes

The Company's Office of the Corporate Secretary shall maintain minutes and other records of meetings and activities of the Committee.

H. Reporting to the Board

At the Board meeting following each Committee meeting, the Committee chairperson (or the chairperson's designee) shall report to the full Board on the Committee's actions and recommendations.

V. Committee Resources

To assist the Committee in fulfilling its responsibilities, (i) the Committee shall have full access to the books and records of the Company and any of its consolidated subsidiaries, (ii) each Committee member shall have full access to any member of management and (iii) the Committee may, in its sole discretion, retain consultants, counsel, search firms, and other advisors as it determines necessary to carry out its duties. The Committee will have sole authority and responsibility for hiring, approving the fees and retention terms for, overseeing the work of, and terminating the services of, such advisors. The Committee shall not be required to implement or act consistently with the advice or recommendations of any advisor, and the authority to engage advisors granted to the Committee pursuant to this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties under this Charter.

The Company will provide appropriate funding, as determined by the Committee, for the administrative expenses of the Committee, and any advisors that the Committee may employ in carrying out its duties.

Prior to retaining or receiving advice from a compensation consultant, legal counsel or other advisor (other than in-house legal counsel and any advisor whose role is limited to the following activities, for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K of the Securities Act of 1933, as amended: (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors, and that is available generally to all salaried employees or (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the advisor, and about which the advisor does not provide advice), and from time to time as the Committee deems appropriate, the Committee shall assess the independence from management of such advisor, taking into consideration all factors relevant to such advisor's independence from management, including the factors specified in Section 10C-1 of the Exchange Act, Nasdaq Listing Standard 5605(d)(3)(D) and any other factor specified in the listing standards of Nasdaq or other applicable legal requirements. The Committee will also consider whether any advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

Nothing herein requires an advisor to be independent; the Committee's responsibility is only to consider the preceding independence factors before selecting or receiving advice from an advisor. The Committee may select or receive advice from any advisor it prefers, including ones that are not independent, after considering the preceding independence factors.

VI. Performance Evaluation and Review of Charter

The Committee shall conduct an evaluation of the Committee's performance at least annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes, and effectiveness.

The Committee shall also review this Charter at least annually. The Committee shall, as appropriate, make recommendations to management, the Nominating and Governance Committee or the full Board as a result of its performance evaluation and review of this Charter.

VII. Conflicts Between Documents

Any conflict between the terms of this Charter and the terms of a plan or contract shall be resolved in favor of the terms of that particular plan or contract.

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein, except where such action is required by applicable law or Nasdaq listing standards to be taken by the Committee.