

Viatrix Inc.

CHARTER OF THE RISK OVERSIGHT COMMITTEE

Effective as of November 16, 2020

Authority:

The Board of Directors (the “**Board**”) of Viatrix Inc. (the “**Company**”) has established the Risk Oversight Committee (the “**Committee**”) and has adopted this Committee Charter (this “**Charter**”).

This Charter defines the duties and responsibilities of the Committee.

Purpose:

The Committee shall assist the Board in fulfilling its fiduciary duties with respect to the oversight of the Company’s enterprise risk management framework.

The Board’s and the Committee’s role shall be one of oversight; it is management’s responsibility to design and implement the Company’s enterprise risk management processes.

Membership:

The Board shall appoint a minimum of three directors to serve on the Committee and shall designate one of the Committee members to serve as the Chair of the Committee, provided that the Board shall not make any appointment or designation unless approved by at least a majority of the independent directors (as defined in the applicable NASDAQ listing standards). Each member of the Committee shall be independent, as determined in accordance with the rules of NASDAQ as in effect from time-to-time.

Vacancies on the Committee shall be filled by a vote of the Board, provided that the Board shall not fill any vacancy on the Committee unless approved by at least a majority of the independent directors. The Board may remove a member of the Committee, or appoint a member of the Committee, at its discretion, provided that the Board shall not remove any member of the Committee or appoint a member of the Committee unless approved by at least a majority of the independent directors.

Any member of the Committee may resign therefrom at any time by delivering a letter of resignation to the Chair of the Board, with a copy to the Lead Independent Director (if applicable), the Chair 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 shall not be specified therein, then it shall take effect immediately upon its receipt by the Chair of the Board, unless the Chair of the Board determines otherwise. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee Resources:

The Committee shall have the authority to select, retain, and supervise any advisors as the Committee deems necessary, in its sole discretion, to fulfill its mandates under this Charter. The Committee also shall have the authority to compensate, at the expense of the Company, such advisors and employ such resources as are necessary to fulfill its mandates under this Charter.

Committee Meeting and Action:

- (a) A majority of the members of the Committee may establish rules of procedure in addition to those set forth in this Charter;
- (b) The Committee shall meet a sufficient number of times in order to carry out the requirements of this Charter, but no less than quarterly, and more frequently as needed in its discretion or as requested by the Board;
- (c) Meetings of the Committee shall be scheduled and held at such times and places as agreed upon by the Committee members;
- (d) Meetings may be called by the Chair of the Committee or by a majority of the members of the Committee;
- (e) The Committee may hold meetings in person or via telephone or videoconference;
- (f) A majority of the members of the Committee shall constitute a quorum;
- (g) Any action, other than the establishment of additional rules of procedure for the Committee, adopted by a majority of the Committee members present at a meeting at which a quorum is present, shall be an act of the Committee;
- (h) Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, or by electronic transmission;
- (i) The Committee may, in its discretion, delegate any of its responsibilities to one or more subcommittees of one or more directors who are members of the Committee;
- (j) The Committee shall meet in separate executive sessions periodically (and at least twice annually) during regularly scheduled meetings, without any members of management present; and
- (k) The Committee or its designee shall prepare minutes of each meeting and shall cause such minutes, as approved by the Committee, to be made available for review by any member of the Board.

Duties and Responsibilities:

The Committee shall, in addition to any other duties or responsibilities the Board may from time-to-time delegate to the Committee, have the following duties and responsibilities:

- (a) Review the enterprise risk framework, infrastructure, and controls implemented by management to help identify, assess, manage and monitor the Company's material risks;
- (b) Review management's exercise of its responsibility to identify, assess, and manage material risks not allocated to the Board or another Committee, including, for example, data security programs and cybersecurity and information technology;
- (c) Oversee management's efforts with respect to Corporate Social Responsibility matters;
- (d) Review the Company's efforts to foster a culture of risk-adjusted decision-making without constraining reasonable risk-taking and innovation;
- (e) Report to the Board on a periodic basis regarding the status of the Company's enterprise risk management framework, including structure and implementation, the most significant risks and how these are managed, and recommendations, if any, that any risk-related oversight responsibilities should be delegated to, or reviewed by, other committees of the Board;
- (f) At its discretion, and no less than semi-annually, consult with the Chairs of the other Board Committees to discuss risk-related matters delegated to those Committees and the Company's enterprise risk management framework, and report the results of those discussions to the full Board;
- (g) Monitor relevant trends and developments in the area of enterprise risk management and oversight;
- (i) Regularly report on its meetings, actions and recommendations to the Board or as otherwise requested by the Board; and
- (j) Review its performance and this Charter annually and recommend any proposed Charter changes to the Board.

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein.