

Viatrix Inc.

CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE

Effective as of November 16, 2020

Authority:

The Board of Directors (the “**Board**”) of Viatrix Inc. (the “**Company**”) has established the Governance and Nominating 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 responsibilities by advising the Board with respect to corporate governance matters, the nomination or re-nomination of director candidates, and the Board’s review and consideration of stockholder recommendations for, and nominations of, director candidates. The Committee shall also oversee the annual self-evaluation of the Board and its Committees.

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. Without limiting the foregoing, the Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates, including the authority to approve any such search firm's fees and other retention terms.

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) As needed, identify and assist in recruiting a diverse pool of individuals qualified to become Board members, consistent with criteria determined by the Board from time-to-time; the Committee may, from time-to-time and/or upon the request of the Board, make recommendations for approval by the Board with respect to such criteria;
- (b) Consider and recommend to the Board potential waivers of the Board's mandatory retirement policy for directors who reach the age of 75 in accordance with the Company's Corporate Governance Principles;
- (c) Review any Board policy related to stockholder recommendations for director nominees or stockholder nominations of director candidates and make recommendations for consideration by the Board with respect thereto;
- (d) Review and consider stockholder recommendations for director nominees and make recommendations for consideration by the Board with respect thereto;
- (e) Review and consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the Company's bylaws, and make recommendations for consideration by the Board with respect thereto;
- (f) Recommend to the Board candidates to be nominated by the Board for director and submitted to a stockholder vote at the annual meeting of stockholders;
- (g) In the event of a newly created directorship or a vacancy on the Board, recommend to the Board one or more candidates to fill such directorship or vacancy in accordance with the Company's certificate of incorporation and bylaws;
- (h) Make recommendations to the Board with respect to director independence, including overseeing the Board's annual evaluation of the independence of each director;
- (i) Review and make recommendations to the Board with respect to director resignations as set forth in the Company's bylaws or Corporate Governance Principles, as applicable, or as otherwise requested by the Board;

- (j) Recommend to the Board corporate governance principles applicable to the Company, and review and make recommendations (as appropriate) to the Board for revisions to the corporate governance principles at least annually;
- (k) As requested by the Chair of the Board or the Board, make recommendations to the Board with respect to Board size and its committees, including committee responsibilities, the appointment and removal of directors to committees, and the appointment of a Chair of each committee;
- (l) Oversee and annually review director orientation and continuing education programs;
- (m) Oversee the annual self-evaluation of the Board and its committees;
- (n) Monitor relevant trends and developments in the area of corporate governance;
- (o) Regularly report on its meetings, actions and recommendations to the Board or as otherwise requested by the Board; and
- (p) 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, except where such action is required by applicable law or NASDAQ listing standards to be taken by the Committee.