

# **PDS Biotechnology Corporation Corporate Governance Guidelines**

## **1. General.**

The Board of Directors (the “Board”) of PDS Biotechnology Corporation (“PDS”) has the responsibility to organize its functions and conduct its business in the manner it deems most effective and efficient, consistent with its duties of good faith, due care and loyalty. In that regard, the Board has adopted a set of flexible policies to guide its governance practices in the future. These practices, set forth below, will be regularly re-evaluated by the Board’s Nominating and Corporate Governance Committee in light of changing circumstances in order to continue serving the best interests of PDS and its stockholders. Accordingly, this summary of current corporate governance principles is not a fixed policy or resolution by the Board, but merely a statement of current principles that are subject to continuing assessment and change.

## **2. Role of Board.**

The Board serves as the representative and acts on behalf of all of PDS’s stockholders. In representing PDS’s stockholders, the basic responsibility of each director on the Board is to exercise his or her business judgment in good faith to act in what he or she reasonably believe to be the best interests of PDS. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of their fellow directors and of PDS’s senior executives, employees, outside advisors, outside legal counsel and independent auditors. The Board’s primary functions are to:

- a. Oversee management in the conduct of PDS’s businesses;
- b. Oversee management’s efforts to establish and maintain the highest standards of legal and ethical conduct in all of PDS’s businesses, including conformity with all applicable laws and regulations;
- c. Review, evaluate and, where appropriate, approve, PDS’s major strategies and long-term plans and its performance against these objectives;
- d. Select, evaluate and compensate PDS’s Chief Executive Officer (“CEO”) and other senior officers and review management succession planning;
- e. Oversee management’s efforts to protect PDS’s assets through the maintenance of appropriate accounting, financial reporting and financial and other controls;
- f. Provide advice and counsel to senior management;
- g. Evaluate the overall effectiveness of the Board and its committees; and
- h. Evaluate, select and recommend an appropriate slate of candidates for election as directors.

### 3. Board Selection and Composition.

- a. Board Selection. The Board is responsible for selecting candidates for election as directors based on the recommendation of the Nominating and Corporate Governance Committee.
- b. Board Membership Criteria. The responsibilities of the Nominating and Corporate Governance Committee include reviewing with the Board from time to time the appropriate skills and characteristics required of Board members in the context of the make-up of the Board and developing criteria for identifying and evaluating candidates for the Board. These criteria include, among other things, an individual's business experience and skills (including skills in core areas such as operations, management, technology, and drug development industry knowledge, accounting and finance, leadership, strategic planning and international markets), independence, judgment, integrity and ability to commit sufficient time and attention to the activities of the Board, as well as the absence of any potential or existing conflicts with PDS's interests. The Nominating and Corporate Governance Committee considers these criteria in the context of an assessment of the perceived needs of the Board as a whole and seeks to achieve diversity of occupational and personal backgrounds on the Board.
- c. Board Independence. A majority of the Board must be comprised of directors who meet the NASDAQ Stock Exchange definition of "independence," as determined by the Board. All of PDS's non-management directors of the Board shall meet the NASDAQ Stock Exchange definition of "independence." Under standards that the Board has adopted to assist it in assessing independence, the Board defines an "independent" director to be a person other than an existing or ex-executive officer or employee of PDS or any other individual having a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board will assess on a regular basis, and at least annually, the independence of each director and, based on the recommendation of the Nominating and Corporate Governance Committee, make a determination as to which members are independent. As discussed below in Section 4(a), in addition to the independence standards applicable to directors generally, the members of the Audit and the Compensation Committees are subject to additional requirements to qualify for service on these Committees.
- d. Board and Company Leadership.
  - i. The Board is responsible for the selection of the Chairman of the Board and the CEO.
  - ii. The Chairman of the Board will coordinate the activities of the independent directors and perform such other duties and responsibilities as the Board may determine. The specific responsibilities of the Chairman of the Board are as follows:

- A. preside at all meetings of the Board;
  - B. call meetings of the independent directors;
  - C. approve with the Executive Chairman the scheduling of Board meetings as well as the need for special meetings of the Board;
  - D. develop the agenda for and preside at executive sessions of the Board's independent directors;
  - E. advise the CEO as to the quality, quantity and timeliness of the information submitted by PDS's management that is necessary or appropriate for the independent directors to effectively and responsibly perform their duties; and
  - F. authorize the retention of outside advisors and consultants who report directly to the Board.
- e. Size of the Board. The Board, with the recommendation of the Nominating and Corporate Governance Committee, will regularly evaluate the size of the Board.
- f. Board Orientation and Continuing Education. A thorough understanding of PDS's business is required to enable a director to make a substantial contribution to the Board. Accordingly, all new directors will have the opportunity, at their request, to meet senior management to familiarize new directors with PDS's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct, its principal officers, and its internal and independent auditors. Directors are encouraged to participate in continuing education. Directors should endeavor to conduct in-depth reviews from time-to-time of particular segments of PDS's operations.
- g. Continuation of Service.
- i. Re-Nomination. The Nominating and Corporate Governance Committee assesses the contributions and independence of directors on an annual basis in accordance with the criteria set forth in such committee's charter to determine whether these directors should be requested to stand for reelection and continue service on the Board.
  - ii. Term Limits or Retirement Age. The Board does not believe it should establish formal term limits or a mandatory retirement age. While term limits and mandatory retirement can make fresh ideas and viewpoints available to the Board, these limitations can also result in the loss of directors who have been able to develop, over a period of time, an increasing insight into PDS and its operations. As an alternative to term limits and mandatory retirement, the Nominating and Corporate Governance Committee will review each director's continuation on the Board when he or she is considered for re-nomination. This will also

allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

- iii. Former Management Directors. If and when the CEO (or any other member of management who also serves as a director) resigns or retires from his or her management position, he or she shall tender his or her resignation from the Board to the Nominating and Corporate Governance Committee at that time. Whether the individual continues to serve on the Board is a matter for discussion for the Board.
- iv. Number of Other Directorships. Carrying out the duties and fulfilling the responsibilities of a director requires a significant commitment of an individual's time and attention. The Board does not believe, however, that explicit limits on the number of other boards of directors on which the directors may serve, or on other activities the directors may pursue, are appropriate. The Board, however, recognizes that excessive time commitments can interfere with an individual's ability to perform his or her duties effectively. In connection with its assessment of director candidates for nomination, the Board will assess whether the performance of any director has been or is likely to be adversely impacted by excessive time commitments, including service on other boards of directors. Directors must notify the Chairman of the Board, the Chair of the Nominating and Corporate Governance Committee and the Corporate Secretary in connection with accepting a seat on the board of directors of another business corporation so that the potential for conflicts or other factors compromising the director's ability to perform her or his duties may be fully assessed.

#### **4. Committee Matters.**

- a. Number, Structure and Independence of Committees. The three standing committees of the Board are the Audit, Compensation and Nominating and Corporate Governance Committees. From time to time, the Board may form a new committee or disband a current committee, depending upon the circumstances. The Audit, Compensation and Nominating and Corporate Governance Committees will be comprised of only directors who meet the NASDAQ Stock Exchange definition of "independence," as determined by the Board. In addition, the charters of the Audit and Compensation Committee will set forth additional criteria, including any additional requirements under the rules and regulations of the NASDAQ Stock Exchange and the Securities and Exchange Commission, for directors to serve as members on such Committees.
- b. Assignment of Committee Members. The Nominating and Corporate Governance Committee is responsible for recommending to the Board the assignment of Board members to various committees and the selection of committee Chairs. Consideration should be given to periodically rotating Committee members. However, the Board does not have a firm policy mandating rotation of committee

assignments since special knowlPDS or experience may warrant a particular director serving for an extended period on one committee.

- c. Frequency of Committee Meetings. Each committee shall meet at least once per year, with the Audit Committee meeting at least quarterly. Committees shall report regularly to the full Board with respect to their activities.
- d. Committee Agenda. The Chair of each committee, in consultation with the CEO, Corporate Secretary, management and outside legal counsel, shall establish the committee's agenda for its meetings. Committee members are free to suggest the inclusion of items on the agenda.

## **5. Meetings of the Board.**

- a. Agenda. The Chairman of the Board, in consultation with the CEO, and if applicable, the Corporate Secretary and members of management, will establish the agenda for each Board meeting. Each director is free to suggest the inclusion of items on the agenda.
- b. Advance Distribution of Board Materials. Information and material that are important to the Board's understanding of the business to be conducted at each Board meeting should be made available to the Board before the Board meets. Highly confidential or sensitive matters, and matters that arise immediately prior to Board meetings, may be presented and discussed without prior distribution of background material.
- c. Executive Session of Independent Directors. In general, the agenda for every regularly-scheduled Board meeting shall include a time for the independent directors of the Board to meet in executive session. The Chairman of the Board will chair these meetings, or if the Chairman is not present or has recused himself or herself, then an independent director will be selected at the beginning of the executive session to preside over the meeting.
- d. Director Attendance. Absent unusual circumstances, each director is expected to attend all Board meetings and all meetings of the committee(s) of which the director is a member, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Absent unusual circumstances, each director is expected to attend the annual meeting of stockholders.
- e. Board Access to Senior Management. At all times, directors shall have open access to PDS's senior management. Members of PDS's senior management are invited to attend and participate in Board meetings from time to time to brief the Board and the committees on particular topics. The Board encourages senior management to bring into Board or committee meetings and other scheduled events managers who can provide additional insight into matters being considered and/or whom senior management believes have future growth potential with PDS and should be given exposure to the members of the Board.

- f. Board Access to Independent Advisors. The Board and its committees, consistent with their respective charters, have the authority to retain such outside legal counsel, experts and other advisors as they determine appropriate to assist them in the full performance of their functions.

## **6. Assessment and Leadership Development.**

- a. Evaluation and Compensation of the CEO. The Board, through the Compensation Committee, will conduct an annual evaluation of the performance of the CEO against criteria established by the Board. This evaluation will be shared with the CEO and will be used by the Compensation Committee in recommending to the Board the CEO's compensation.
- b. Assessing Board and Committee Performance. The Nominating and Corporate Governance Committee will oversee an annual evaluation of the Board's effectiveness and performance, the results of which will be discussed with the full Board. Each of the standing committees of the Board will conduct an annual self-assessment and a review of the adequacy of its respective charter.
- c. Management Development and Succession Planning. The Board is responsible for planning for the succession of the position of CEO and other senior management positions. To assist the Board, the CEO annually will provide the Nominating and Corporate Governance Committee with an assessment of senior managers and their potential to succeed him or her. The CEO also will make available to the Board, on a continuing basis, recommendations regarding an emergency succession plan which will address who should assume the role of CEO in the event that the CEO becomes unwilling or unable to perform his or her duties. The CEO also will provide the Compensation Committee with an assessment of persons considered potential successors to other senior management positions, including a review of any development plans recommended for such individuals. The results of these reviews will be reported to and discussed with the Board on at least an annual basis.

## **7. Other Matters.**

- a. Ethics and Compliance. PDS will maintain, and the Audit Committee will oversee compliance with, a code of business conduct (known as the Code of Conduct) for its employees, including its executive officers, and its directors. The full text of the code will be posted on PDS's website. PDS will disclose on its website future amendments to or waivers from its code for its executive officers and directors promptly upon any such amendment or waiver. Any waiver from its code for directors or executive officers must be approved by the Audit Committee.
- b. Related Party Transactions. PDS will maintain a policy governing the evaluation, consideration and approval of related party transactions (known as the Related Party Transaction Policy and Procedures). The Audit Committee will be

responsible for reviewing and approving PDS's Related Party Transaction Policy and Procedures.

- c. Review of Strategic Plans. The Board will review and evaluate at least annually the long-term strategic and business plans of PDS.
- d. Director Compensation. The form and amount of director compensation will be recommended by the Compensation Committee in accordance with the policies and principles set forth in its charter and any NASDAQ Stock Exchange or other applicable rules, and that Committee will conduct an annual review of director compensation. Changes in director compensation, if any, shall be recommended by the Compensation Committee, and approved by the full Board. To more closely align the interest of the directors with those of PDS's stockholders, typically, a material portion of directors' compensation will be granted in the form of options to purchase PDS common stock or similar equity grants. No additional compensation, other than reimbursement for reasonable expenses incurred in connection with the Director's board service, is paid to members of PDS's management for serving on the Board.
- e. Communications from Stockholders and other Interested Parties. The Board, or as applicable, any committee of the Board or any individual Board member or the non-management Board members as a group, will give appropriate attention to written communications on issues submitted by stockholders or other interested parties, and will respond if appropriate. Communications to directors must be in writing and sent in care of PDS's Corporate Secretary to PDS's headquarters address or delivered via e-mail to an e-mail address established by the Corporate Secretary's office for this purpose. The name(s) of any specific intended Board recipient(s) should be noted in the communication. PDS shall disclose the PDS mailing address and e-mail address for such communications in its proxy statement for each annual meeting and on its website. A copy of each communication received since the date of the last quarterly Board meeting shall be distributed to each director in advance of each regularly scheduled Board meeting, except items that are unrelated to the duties and responsibilities of the Board, such as: spam, junk mail and mass mailings, business solicitations and advertisements, and communications that advocate PDS's engaging in illegal activities or that, under community standards, contain offensive, scurrilous or abusive content.

PDS's Corporate Secretary shall be responsible for and oversee the receipt and processing of stockholder communications to Board members. An acknowledgement of receipt shall be sent by the Corporate Secretary to each stockholder submitting a communication. PDS's Corporate Secretary shall retain a copy of each communication for one year from the date of its receipt by PDS.

- f. Prohibition on Personal Loans. PDS does not extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any Board member or executive officer.

## **8. Annual Review.**

The Nominating and Corporate Governance Committee is responsible for reviewing these principles at least annually and making recommendations for appropriate changes to the Board.

*Approved by the PDS Board of Directors on June 17, 2021*