



IMMUNIC, INC.

POLICY AND PROCEDURES WITH RESPECT TO RELATED PERSON TRANSACTIONS

Adopted and approved April 12, 2019

A. Policy Statement

Immunic, Inc., a Delaware Corporation (the “**Company**”), recognizes that Related Person Transactions (as defined below) can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its stockholders. Accordingly, as a general matter, it is the Company’s preference to avoid Related Person Transactions. Nevertheless, the Company recognizes that there are situations where Related Person Transactions may be in, or may not be inconsistent with, the best interests of the Company and its stockholders, including but not limited to situations where the Company may obtain products or services of a nature, quantity or quality, or on other terms, that are not readily available from alternative sources or when the Company provides products or services to Related Persons (as defined below) on an arm’s length basis on terms comparable to those provided to unrelated third parties or on terms comparable to those provided to employees generally. Therefore, the Company has adopted the procedures set forth below for the review, approval, or ratification of Related Person Transactions.

Under this policy, any “Related Person Transaction,” other than transactions for which approval of the Board of Directors is not required by this policy, may be consummated or shall continue only if the Board of Directors shall approve or ratify such transaction in accordance with the guidelines set forth in this policy.

This policy has been approved by our Board of Directors upon the recommendation of its Audit Committee (the “**Committee**”). The Committee will review and make recommendations to the Board of Directors regarding any amendments to this policy from time to time. Any amendments to this policy must be approved by the Board of Directors by the affirmative vote of at least seventy-five (75%) of the directors then in office.

B. Related Person Transactions

For the purposes of this policy, a “**Related Person Transaction**” is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) since the beginning of the Company’s last fiscal year, or any currently proposed transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships), in which the Company was or is to be a participant and the amount involved exceeds \$120,000, and in which any Related Person had or will have a direct or indirect material interest. For purposes of this Policy, a “**Related Person**” means:

1. any person who is, or at any time since the beginning of the Company’s last fiscal year was:
 - a. a director or executive officer of the Company or a nominee to become a director of the Company; or

- b. any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee, and any person (other than a tenant or employee) sharing the household of such director or executive officer; and
2. any person or entity who is or will be, at the time a transaction, arrangement or relationship occurs or exists:
 - a. the beneficial owner of more than 5% of any class of the Company's voting securities; or
 - b. any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such more than 5% beneficial owner.

C. Identification of Related Persons

1. Directors, Executive Officers and Nominees. On an annual basis, each director and executive officer shall submit to the Chief Compliance Officer a completed and signed questionnaire, as approved by the Company's outside legal counsel, which is intended to provide, among other things, information necessary to identify potential Related Person Transactions.

Any person nominated to stand for election as a director shall submit to the Chief Compliance Officer a completed and signed questionnaire as described above no later than the date of his or her nomination.

Any person who is appointed as a director or an executive officer shall submit to the Chief Compliance Officer a completed and signed questionnaire as described above prior to such person's appointment as a director or executive officer, except in the case of an executive officer where due to the circumstances it is not practicable to submit the information in advance, in which case the information shall be submitted as soon as reasonably practicable following the appointment.

Directors and executive officers are expected to notify the Chief Compliance Officer of any updates to information provided in the questionnaire described above to identify any potential Related Person Transaction since the last such questionnaire was completed and executed by such person.

The Company's Chief Compliance Officer shall prepare, maintain, and update the list of Related Persons as appropriate.

2. Five Percent Owners. The Chief Compliance Officer shall periodically examine the SEC website and such other readily available sources as the Company may deem appropriate in order to identify all persons or entities who may be or have become the beneficial holders of five percent (5%) or more of any class of the Company's voting securities. At the time the Company becomes aware of a person's status as a beneficial owner of 5% or more of any class of the Company's voting securities, the Chief Compliance Officer, in consultation with the Company's outside legal counsel, will take such additional action(s) as it determines to be reasonably appropriate to implement the terms of this policy

including, without limitation, identifying potential Related Persons and updating the Related Persons list accordingly.

D. Dissemination of Related Person Master List

The Chief Compliance Officer shall compile the information collected pursuant to the procedures described in Section C above and create a master list of Related Persons. The Chief Compliance Officer shall distribute the master list (and the periodic updates thereof) to (a) business unit and function/department leaders responsible for purchasing goods or services for the Company or licensing or selling the Company's goods or services and (b) the Director of Accounts Payable and the Director of Accounts Receivable. The recipients of the master list shall utilize the information contained therein, in connection with their respective business units, departments and areas of responsibility, to effectuate this policy.

E. Audit Committee Review; Board of Directors Approval

The Board of Directors has determined that the Committee is best suited to review Related Person Transactions and make recommendations to the Board of Directors for approval by the Board of Directors; however, the Board of Directors retains the right to directly review and approve or disapprove any Related Person Transaction prior to or after consideration by the Committee.

At each fiscal year's first regularly scheduled Committee meeting, management shall recommend Related Person Transactions to be entered into, or continued, by the Company for that fiscal year, including the proposed value of such transactions. After review, the Committee shall recommend to the Board of Directors that such transaction be approved or disapproved by the Board of Directors.

In the event management recommends any further Related Person Transactions subsequent to the first fiscal year meeting, such transactions shall be presented to the Committee for review and then presented to the Board of Directors for approval prior to the consummation of the Related Person Transaction.

In determining whether to approve a Related Person Transaction, the Committee and Board of Directors will take into account, among other factors it deems appropriate, whether the Related Person Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Person's interest in the transaction.

All Related Person Transactions must be approved by the Board of Directors by the affirmative vote of at least seventy-five (75%) of the dis-interested directors then in office. No director shall participate in any approval of a Related Person Transaction for which he or she is a Related Person.

If a Related Person Transaction is of the type that will be ongoing, the Board of Directors, upon recommendation of the Committee, may establish guidelines for the Company to follow in its ongoing dealings with the Related Person. Thereafter, the Committee and the Board of Directors, from time-to-time as the Committee or Board of Directors deems appropriate, shall review and assess such ongoing relationships with the Related Person to assess whether they are in compliance with the guidelines, if any, and that the Related Person Transaction remains appropriate.

Approval or ratification of a Related Person Transaction in accordance with this policy will not constitute a waiver of the Company's Code of Business Conduct and Ethics.

F. Transactions Exempted from Review and Approval Requirement

The following constitutes a non-exclusive list of transactions that will not be deemed to be Related Party Transactions and, therefore, will not require Committee review or Board approval pursuant to this policy:

1. Any employment by the Company of an executive officer of the Company if:
 - a. the compensation is required to be reported in the Company's proxy statement or annual report on Form 10-K pursuant to Item 402 of Regulation S-K (generally applicable to "named executive officers"); or
 - b. the executive officer is not a named executive officer, *provided that* the executive officer is not an immediate family member of any other executive officer or any director of the Company and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.
2. Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement or Annual Report on Form 10-K pursuant to Item 402 of Regulation S-K.
3. Any transaction with a firm, corporation, or other entity with which a Related Person has a position or relationship, where such Related Person's interest in the transaction arises only from the Related Person's position as a director of such firm, corporation, or other entity.
4. Any transaction with a firm, corporation, or other entity with which a Related Person has a position or relationship, where such Related Person's interest in the transaction arises only from such Related Person's direct or indirect ownership, aggregated with the direct or indirect ownership of all other persons deemed Related Persons pursuant to Section B(1) and B(2), of less than ten percent (10%) of the outstanding equity interests in such firm, corporation, or other entity (excluding a partnership).
5. Any transaction with a firm, corporation, or other entity with which a Related Person has a position or relationship, where such Related Person's interest in the transaction arises only from such Related Person's position as a limited partner in a partnership in which the Related Person and all other persons deemed Related Persons pursuant to Section B(1) and B(2), have an interest of less than ten percent (10%), if the Related Person is not a general partner of and does not hold another position in the partnership.
6. Any transaction where the Related Person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on *apro rata* basis (*e.g.* dividends).
7. Any equity issuance to, or debt or equity financing with, a Related Person that was approved by the Board of Directors in accordance with the Company's Certificate of Incorporation, Bylaws and Delaware law.
8. Any other transaction, arrangement or relationship not required to be disclosed under Item 404 of Regulation S-K promulgated by the Securities and Exchange Commission.

Notwithstanding the foregoing, a “Majority Stockholder” (as defined in the Company’s Certificate of Incorporation) will not be entitled to rely on any of the exempt transactions described under this heading “Transactions Exempted from Review and Approval Requirement.” Any and all transactions, arrangements or relationships with a Majority Stockholder or any of its “Affiliates” or “Associates” (each as defined in the Company’s Certificate of Incorporation) must be approved by the Board of Directors in accordance with this policy and any other requirements set forth in the Company’s Certificate of Incorporation and Bylaws and Delaware law.

G. Disclosure

All Related Person Transactions that are required to be disclosed in the Company’s filings with the SEC, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this policy shall be disclosed in the Company’s annual report on Form 10-K or in the Company’s proxy statement, as required by applicable laws, rules and regulations.



APPENDIX G

Compensation Recoupment Policy