

**ARMATA PHARMACEUTICALS, INC.**  
5005 McConnell Avenue  
Los Angeles, CA 90066

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON SEPTEMBER 14, 2023**

Dear Shareholder:

You are cordially invited to attend the 2023 Annual Meeting of Shareholders (the “*meeting*”) of Armata Pharmaceuticals, Inc., a Washington corporation (“*Armata*,” the “*Company*,” “*we*,” “*our*” or “*us*”). The meeting will be held on Thursday, September 14, 2023 at 8:30 a.m. Pacific Time at our principal executive offices at 5005 McConnell Avenue, Los Angeles, California 90066, for the following purposes:

1. To elect seven nominees for director to serve one-year terms expiring at the 2024 Annual Meeting of Shareholders and upon their successors being duly elected and qualified;
2. To approve, on an advisory, non-binding basis, the compensation of our named executive officers;
3. To ratify the Audit Committee’s selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023;
4. To approve, in accordance with the NYSE American exchange rules, the issuance of shares of our common stock, par value \$0.01 per share, upon conversion, if applicable, of the loan outstanding under the Secured Convertible Credit and Security Agreement entered into with Innoviva Strategic Opportunities LLC; and
5. To conduct any other business properly brought before the meeting or any adjournment or postponement thereof.

These items of business are more fully described in the Proxy Statement accompanying this Notice.

The record date for the meeting is July 10, 2023. Only shareholders of record at the close of business on that date may vote at the meeting or any adjournment thereof. We will first mail the Notice of Internet Availability of Proxy Materials to our shareholders on or about August 3, 2023.

Whether or not you plan to attend the meeting in person, please vote your shares over the internet, as described in the Notice of Internet Availability of Proxy Materials. Alternatively, if you received a paper copy of the proxy card by mail, please complete, sign, date and promptly return the proxy card in the postage-paid envelope provided. You may also vote your shares by telephone as described in your proxy card. Voting by telephone, over the internet or by mailing a proxy card will not limit your right to participate in the meeting and vote your shares at the meeting whether or not held in person or virtually. Even if you have voted by proxy, you may still vote at the in-person or virtual meeting if you participate in the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder.

By Order of the Board of Directors,



Robin C. Kramer  
Chair of the Board of Directors  
Marina del Rey, California  
August 3, 2023

**Important Notice Regarding the Availability of Proxy Materials for the 2023 Annual Meeting of Shareholders  
to be held on September 14, 2023:**

The notice of annual meeting, proxy statement and annual report to shareholders are available at <https://investor.armatapharma.com/annual-reports-and-proxy> or [www.envisionreports.com/ARMP](http://www.envisionreports.com/ARMP)

**ARMATA PHARMACEUTICALS, INC.**  
5005 McConnell Avenue  
Los Angeles, California 90066

**PROXY STATEMENT  
FOR THE 2023 ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON SEPTEMBER 14, 2023**

This proxy statement contains information related to the 2023 Annual Meeting of Shareholders (the “annual meeting” or the “meeting”) of Armata Pharmaceuticals, Inc. (“Armata,” the “Company,” “we,” “our” or “us”) to be held on Thursday, September 14, at 8:30 a.m. Pacific Time at our principal executive offices at 5005 McConnell Avenue, Los Angeles, California 90066, and at any adjournments or postponements thereof. We are using the U.S. Securities and Exchange Commission (“SEC”) rules that allow issuers to furnish proxy materials to their shareholders on the internet. On or about August 3, 2023, we expect to begin mailing a Notice of Internet Availability of Proxy Materials, which is referred to herein as the “Notice of Internet Availability,” to each holder of record of our common stock as of the close of business on July 10, 2023, the record date for the meeting. On or about the same day, we will begin mailing paper copies of our proxy materials to shareholders who have requested them. The Notice of Internet Availability and this proxy statement summarize the information you need to know to vote by proxy or in person at the meeting. You do not need to attend the meeting in person in order to vote.

**Background**

On May 9, 2019, Armata, formerly known as AmpliPhi Biosciences Corporation and we refer to herein prior to the Merger as “AmpliPhi”, completed a merger (the “Merger”) with privately held C3J Therapeutics, Inc., a Washington corporation (“C3J”), in accordance with the terms of an Agreement and Plan of Merger and Reorganization, dated January 3, 2019, as amended on March 25, 2019, by and among AmpliPhi, a wholly owned subsidiary of AmpliPhi (“Merger Sub”) and C3J (the “Merger Agreement”). At the effective time of the Merger, each outstanding share of C3J common stock was converted into the right to receive 0.04932975 shares of Armata common stock, par value \$0.01 per share (“common stock”) (after giving effect to the Reverse Split, as defined below) (the “Exchange Ratio”), and Merger Sub merged with and into C3J, with C3J surviving the Merger as a wholly-owned subsidiary of Armata. As a result of the Merger, C3J was considered the accounting acquirer of AmpliPhi because C3J’s shareholders retained a majority control of the combined company, Armata, subsequent to the Merger; therefore, the historical financial statements of the accounting acquirer, C3J, have become Armata’s historical financial statements.

Immediately prior to the consummation of the Merger, AmpliPhi effected a 1-for-14 reverse split (the “Reverse Split”) of its issued and outstanding shares of common stock and changed its name to “Armata Pharmaceuticals, Inc.” On May 10, 2019, Armata’s common stock began trading on a split-adjusted basis on the NYSE American exchange under the ticker symbol “ARMP.” All shares and per share amounts in this proxy statement reflect the Reverse Split unless otherwise noted.

Immediately following the closing of the Merger, certain shareholders of C3J prior to the Merger (the “Investors”) purchased shares of common stock of Armata in a private placement for an aggregate purchase price of \$10.0 million (the “Financing”). After the Merger and such concurrent private placement, the former C3J security holders owned approximately 76% of the aggregate number of shares of Armata’s common stock and the security holders of AmpliPhi as of immediately prior to the Merger owned approximately 24% of the aggregate number of shares of Armata’s common stock.

This proxy statement includes certain historical information relating to the Board of Directors, executive officers and governance arrangements of the Company during periods ended prior to the completion of the Merger. This proxy statement also includes certain disclosures concerning the Company’s Board and officers currently in office. We use the term “AmpliPhi” in this proxy statement to refer to the Company prior to the Merger, and all references to “C3J” refer to C3J Therapeutics, Inc. and its business prior to the closing of the Merger. All references to “Armata,” the “Company,” “we,” “us” or “our” in this proxy statement mean Armata Pharmaceuticals, Inc., the combined company.

## QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING

### **Why did I receive a Notice of Internet Availability of Proxy Materials?**

The Board of Directors is soliciting your proxy to vote at the annual meeting including at any adjournments or postponements of the meeting. As permitted by the rules of the SEC, we employ the “notice and access” delivery method. This allows us to give our shareholders access to a full set of our proxy materials online. Accordingly, beginning on or about August 3, 2023, we will send to most of our shareholders, by mail or e-mail, the Notice of Internet Availability, explaining how to access our proxy materials and vote online or by telephone. The Notice of Internet Availability is not a proxy card and cannot be used to vote your shares.

On or about the same day, we will begin mailing paper copies of our proxy materials to shareholders who have requested them. Those shareholders who do not receive the Notice of Internet Availability, including shareholders who have previously requested to receive paper copies of our proxy materials, will receive a copy of this proxy statement, the proxy card and the annual report by mail. The Notice of Internet Availability also contains instructions on how you can (i) receive a paper copy of the proxy materials if you only received a notice by mail, or (ii) elect to receive your proxy materials over the internet next year if you received them by mail this year.

You are invited to attend the annual meeting to vote on the proposals described in this proxy statement. However, you do not need to attend the annual meeting to vote your shares. Instead, you may simply follow the instructions in the Notice of Internet Availability and below to submit your proxy to vote your shares.

### **How do I attend the meeting?**

The meeting will be held in person on Thursday, September 14, 2023 at 8:30 a.m. Pacific Time at our principal executive offices at 5005 McConnell Avenue, Los Angeles, California 90066. Information on how to vote in person at the meeting is discussed below.

### **Who can vote at the meeting?**

Only shareholders of record at the close of business on July 10, 2023 will be entitled to vote at the meeting. On this record date, there were 36,127,306 shares of common stock outstanding and entitled to vote.

*Shareholder of Record: Shares Registered in Your Name:* If on the record date your shares were registered directly in your name with Armata’s transfer agent, Computershare, Inc., then you are a shareholder of record. As a shareholder of record, you may vote in person at the meeting or vote by proxy. Whether or not you plan to attend the annual meeting, we urge you to vote your shares over the internet, as described in the Notice of Internet Availability, or, alternatively, if you received a paper copy of the proxy card by mail, to fill out and return the enclosed proxy card in the postage-paid envelope provided. For your convenience, you may also vote your shares by telephone as described in your proxy card.

*Beneficial Owner: Shares Registered in the Name of a Broker or Bank:* If on the record date your shares were held, not in your name, but rather in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in “street name” and our proxy materials are being forwarded to you by that organization. The broker, bank, or other agent holding your account is considered to be the shareholder of record for purposes of voting at the meeting. As a beneficial owner, you have the right to direct your broker, bank or other agent regarding how to vote the shares in your account. You are also invited to attend the meeting. However, since you are not the shareholder of record, you may not vote your shares in person at the meeting unless you request and obtain a valid proxy from your broker, bank, or other agent.

## What am I voting on?

There are four matters scheduled for a vote:

- *Proposal 1*: To elect seven nominees for director, named in this proxy statement, to serve one-year terms expiring at the 2024 Annual Meeting of Shareholders and upon their successors being duly elected and qualified;
- *Proposal 2*: Approval of, on an advisory, non-binding basis, the compensation of our named executive officers;
- *Proposal 3*: Ratification of the Audit Committee's selection of Ernst & Young LLP ("*Ernst & Young*") as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023; and
- *Proposal 4*: Approval of, in accordance with the NYSE American exchange rules, the issuance of shares of our common stock upon conversion, if applicable, of the loan outstanding under the Secured Convertible Credit and Security Agreement entered into with Innoviva Strategic Opportunities LLC ("*Innoviva Convertible Loan*").

## What if another matter is properly brought before the meeting?

The Board of Directors knows of no other matters that will be presented for consideration at the meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

## How do I vote?

For the election of directors (*Proposal 1*), you may either vote "For" the nominees to the Board of Directors or you may "Withhold" your vote for any nominee you specify.

For the approval of, on an advisory, non-binding basis, the compensation of our named executive officers (*Proposal 2*), you may either vote "For" or "Against" the proposal.

For ratification of the appointment of Ernst & Young as our independent registered public accounting firm for the year ending December 31, 2023 (*Proposal 3*), you may vote "For" or "Against" or abstain from voting.

For the approval of the issuance of shares of our common stock upon conversion, if applicable, of the loan outstanding under the Innoviva Convertible Loan entered into with Innoviva Strategic Opportunities LLC in accordance with the NYSE American exchange rules (*Proposal 4*), you may either vote "For" or "Against" or abstain from voting.

## *Shareholder of Record: Shares Registered in Your Name*

If you are a shareholder of record, you may vote in person at the meeting, vote by proxy through the internet, as described in the Notice of Internet Availability, vote by proxy over the telephone or, if you received a paper copy of the proxy card by mail, vote by proxy using the enclosed proxy card. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted. Authorizing your proxy over the internet, by mailing a proxy card or by telephone will not limit your right to attend the meeting and vote your shares in person.

To vote in person, come to the meeting and we will give you a ballot when you arrive.

To vote through the internet, go to [www.envisionreports.com/ARMP](http://www.envisionreports.com/ARMP) to complete an electronic proxy card. You will be asked to provide the control number from the Notice of Internet Availability or the enclosed proxy card, as applicable. Your vote must be received by 11:59 p.m. Pacific Time on September 13, 2023 to be counted.

To vote using the proxy card, if you received a paper copy of the proxy card by mail, simply complete, sign and date the enclosed proxy card and return it promptly in the postage-paid envelope provided. If you return your signed proxy card to us before the meeting, we will vote your shares as you direct.

To vote over the telephone, dial toll -free 1-800-652-8683 using a touch-tone phone and follow the recorded instructions. You will be asked to provide the control number from the Notice of Internet Availability or enclosed proxy card, as applicable. Your vote must be received by 11:59 p.m. Pacific Time on September 13, 2023 to be counted.

Your proxy (one of the individuals named in your proxy card) will vote your shares per your instructions. If you are a shareholder of record, your shares will not be voted if you do not vote by internet or telephone, return your proxy card by mail or vote in person at the meeting as described above; however, if you properly submit a proxy, but do not specify your voting choice on one or more of the proposals included thereon, your shares will be voted, as recommended by the Board of Directors: (1) to elect to our Board of Directors the director nominees named in this Proxy Statement; (2) to ratify the appointment of Ernst & Young as our independent registered public accounting firm for the year ending December 31, 2023; and (3) to approve, in accordance with the NYSE American exchange rules, the issuance of shares of our common stock upon conversion, if applicable of the loan outstanding under the Innoviva Convertible Loan entered into with Innoviva Strategic Opportunities LLC.

*Beneficial Owner: Shares Registered in the Name of Broker or Bank*

If you have shares held by a broker, bank or other agent, you may instruct such agent to vote your shares by following the instructions that such agent provides to you. Most brokers and nominees allow you to vote by mail, telephone and on the internet.

As discussed further below, under NYSE American exchange rules, the election of directors (Proposal 1), the vote to approve the compensation of our named executive officers (Proposal 2), and the vote to approve the issuance of additional shares of common stock upon conversion of the loan outstanding under the Secured Convertible Credit and Security Agreement entered into with Innoviva Strategic Opportunities LLC (Proposal 4) are considered “non-routine” matters, meaning that brokers, banks, or other agents who have not been furnished voting instructions from their clients will not be authorized to vote in their discretion on these proposals.

The ratification of the appointment of Ernst & Young as our independent registered public accounting firm for the year ending December 31, 2023 (Proposal 3) is considered a “routine” matter, meaning that brokers, banks, or other agents who have not been furnished voting instructions from their clients will be authorized to vote on that proposal.

To vote in person at the meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the provided instructions from your broker or bank, or contact your broker or bank to request a proxy form.

**We provide internet proxy voting to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your internet access, such as usage charges from internet access providers and telephone companies.**

**How many votes do I have?**

On each matter to be voted upon, you have one vote for each share of common stock you owned as of the close of business on the record date.

**What happens if I do not vote?**

*Shareholder of Record: Shares Registered in Your Name*

If you are a shareholder of record and do not vote through the internet, by completing your proxy card (if you received a paper copy by mail), by telephone or in person at the meeting, your shares will not be voted.

*Beneficial Owner: Shares Registered in the Name of Broker or Bank*

If you are a beneficial owner and do not instruct your broker, bank, or other agent how to vote your shares, the question of whether such agent will still be able to vote your shares depends on whether the

NYSE American exchange deems the particular proposal to be a “routine” matter. Brokers, banks and other agents can use their discretion to vote “uninstructed” shares with respect to matters that are considered to be “routine,” but not with respect to “non-routine” matters. Under the rules and interpretations of the NYSE American exchange, “non-routine” matters are matters that may substantially affect the rights or privileges of shareholders, such as mergers, shareholder proposals, elections of directors (even if not contested), and certain corporate governance proposals, even if management-supported. For these “non-routine” matters for which a broker, bank or other agent has not received voting instructions, a “broker non-vote” occurs. Accordingly, your broker, bank or other agent may not vote your shares on Proposal 1, Proposal 2 or Proposal 4 without your instructions (resulting in “broker non-votes” for such matters), but may vote your shares on Proposal 3 even in the absence of your instruction.

#### **What if I return a proxy card or otherwise vote but do not make specific choices?**

If you return a signed and dated proxy card or otherwise vote without marking your voting selections, your shares will be voted, as applicable: “**For**” Proposal 1, the election of nominees for director; “**For**” Proposal 2, the approval of the compensation of our named executive officers; “**For**” Proposal 3, ratification of the Audit Committee’s selection of Ernst & Young as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023; and “**For**” Proposal 4, the issuance of shares of our common stock upon conversion, if applicable, of the loan outstanding under the Innoviva Convertible Loan entered into with Innoviva Strategic Opportunities LLC. If any other matter is properly presented at the meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

#### **Who is paying for this proxy solicitation?**

We will pay for the entire cost of soliciting proxies and have paid the entire expense of preparing, printing and mailing the Notice of Internet Availability and, to the extent requested by our shareholders, this proxy statement and any additional materials furnished to shareholders. In addition to solicitations by mail, our officers, directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Any officers, directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

#### **What does it mean if I receive more than one Notice of Internet Availability or set of proxy materials?**

If you receive more than one Notice of Internet Availability or set of proxy materials, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions in each Notice of Internet Availability or proxy card in the proxy materials, as applicable, to ensure that all of your shares are voted.

#### **Can I change my vote or revoke my proxy after I have voted?**

Shareholder of Record: Shares Registered in Your Name: Yes. You may revoke your proxy and change your vote at any time before the final vote at the meeting. The cutoff time for voting through the internet or by telephone will be 11:59 P.M., Pacific Time, on September 13, 2023, the day before the meeting. You may change your vote on the internet or by telephone (only your latest internet or telephone proxy submitted prior to the meeting will be counted); by signing and returning a new proxy card with a later date; by sending a timely written notice that you are revoking your proxy to our Secretary at Armata Pharmaceuticals, Inc., 5005 McConnell Avenue, Los Angeles, California 90066; or by attending the meeting and voting in person. However, your attendance at the meeting will not automatically revoke your proxy unless you vote again at the meeting or specifically request in writing that your prior proxy be revoked.

Beneficial Owner: Shares Registered in the Name of Broker or Bank: If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank.

### **When are shareholder proposals and director nominations due for next year's annual meeting?**

To be considered for inclusion in next year's proxy materials, your proposal must be submitted in writing to our Secretary at Armata Pharmaceuticals, Inc., 5005 McConnell Avenue, Los Angeles, California 90066 by (i) not less than 120 days prior to the date of this proxy statement, or (ii) if the date of our 2024 Annual Meeting of Shareholders has changed by more than 30 days from the one-year anniversary of the date of this year's annual meeting, by a date that constitutes a reasonable time before we print and send our proxy materials to shareholders, which date will be disclosed in a report filed by us with the SEC. Any such proposals must meet the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "*Exchange Act*").

If you wish to submit a proposal (including a director nomination) at the annual meeting that will not already be included in next year's annual meeting proxy materials, your proposal generally must be submitted in writing to the same address not fewer than 60 nor more than 90 days prior to the date approved by the Board of Directors to hold the 2024 Annual Meeting of Shareholders; *provided*, that if we provide less than 60 days' notice of such date, your proposal (including a director nomination) must be received by our Secretary not later than the tenth day following the day on which the notice of the date of the 2024 Annual Meeting of Shareholders is mailed or publicly disclosed. If the facts warrant, the Board of Directors, or the chairman of an annual meeting of shareholders, may determine and declare that a proposal does not constitute proper business to be transacted at the meeting or that business was not properly brought before the meeting in accordance with our Amended and Restated Bylaws ("*Bylaws*") and, if, in either case, it is so determined, any such business shall not be transacted. Please review our Bylaws, which contain additional requirements regarding advance notice of shareholder proposals and nominations.

As provided in the Current Report filed on Form 8-K for the annual meeting, for a shareholder's notice to be timely presented at this annual meeting, it must have been received by our Secretary by July 21, 2023.

### **How are votes counted?**

*Votes generally.* Votes will be counted by the inspector of election appointed for the meeting, who will separately count, for the proposal to elect directors, votes "For," "Withhold" and broker non-votes; and, with respect to other proposals, votes "For" and "Against," abstentions and, if applicable, broker non-votes.

*Abstentions and Broker Non-Votes.* Abstentions will count towards the quorum. Shares constituting broker non-votes are not counted or deemed to be present or represented for the purpose of determining whether shareholders have approved a matter, but they are counted as present for the purpose of determining a quorum at the meeting.

*Required Vote.* The following table summarizes the minimum vote needed to approve each proposal and the effect of abstentions and broker non-votes.

<b>Proposal Number</b>	<b>Proposal Description</b>	<b>Vote Required for Approval</b>	<b>Effect of Abstentions</b>	<b>Effect of Broker Non-Votes</b>
1	Election of Directors	Directors are elected by a plurality of the votes of the holders of shares present in person or represented by proxy and entitled to vote on the election of directors. The seven nominees receiving the largest number of votes “For” votes cast will be elected to the Board of Directors.	None	None
2	Non-binding advisory vote on the compensation of our named executive officers	The number of shares that cast a vote “For” the proposal must exceed the number of shares that cast a vote “Against” the proposal.	None	None
3	Ratification of the Audit Committee’s selection of Ernst & Young as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023	The number of shares that cast a vote “For” the proposal must exceed the number of shares that cast a vote “Against” the proposal.	None	None
4	Approval of the issuance of shares of our common stock upon conversion, if applicable, of the loan outstanding under the Secured Convertible Credit and Security Agreement entered into with Innoviva Strategic Opportunities LLC	The number of shares that cast a vote “For” the proposal must exceed the number of shares that cast a vote “Against” the proposal.	None	None

**What is the quorum requirement?**

A quorum of shareholders is necessary to hold a valid meeting. A quorum will be present if shareholders holding at least a majority of the outstanding shares entitled to vote on a matter and be counted collectively upon such matter are present at the meeting in person or represented by proxy. On the record date, there were 36,127,306 shares outstanding and entitled to vote. Thus, the holders of 18,063,654 shares must be present in person or represented by proxy at the meeting to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other agent) or if you vote in person at the meeting. Abstentions and broker non- votes will be counted towards the quorum requirement. If there is no quorum, the holders of a majority of shares at the meeting in person or represented by proxy may adjourn the meeting to another date.

**How can I find out the results of the voting at the meeting?**

Preliminary voting results will be announced at the meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file within four business days after the meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the meeting, we intend to file a Form 8- K to publish preliminary results and, within four business days after the final results are known to us, file an amended Form 8-K to publish the final results.



**What proxy materials are available on the internet?**

The proxy statement and annual report to shareholders are available at <https://investor.armatapharma.com/annual-reports-and-proxy>.

**Why is the executive compensation proposal (Proposal 2) included among the items to be considered at the Annual Meeting?**

We have included the executive compensation proposal (Proposal 2) among the items to be considered at the meeting in order to satisfy the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and Section 14A of the Exchange Act of 1934.

## PROPOSAL 1

### Election of Directors

Our business and affairs are organized under the direction of our Board of Directors. The primary responsibilities of our Board of Directors are to provide oversight, strategic guidance, counseling and direction to our management. Our Board of Directors meets on a regular basis and on an ad hoc basis as required.

Our Bylaws provide that the Board of Directors will consist of not less than one nor more than nine members, as fixed from time to time by a resolution of the Board or shareholders. The Board of Directors currently has seven members, all of whom have been re-nominated by the Board of Directors to stand for election at the annual meeting.

Directors are elected by a plurality of the votes of the holders of shares present in person or represented by proxy and entitled to vote on the election of directors. Accordingly, the seven nominees receiving the highest number of affirmative votes at this annual meeting will be elected. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the seven nominees named below. If any nominee becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for that nominee will instead be voted for the election of a substitute nominee proposed by the Board of Directors. Each person nominated for election has agreed to serve if elected. The Company's management has no reason to believe that any nominee will be unable to serve.

Under our current Bylaws, any vacancy occurring on the Board of Directors may be filled by the shareholders, the Board of Directors or, if the directors in office constitute fewer than a quorum, by the affirmative vote of a majority of the remaining directors.

### Our Board of Directors

Set forth below are the name, age, position of and biographical information about each nominee, as of the record date.

Name	Age	Position(s)
Deborah L. Birx, M.D.	67	Chief Executive Officer, Director
Jules Haimovitz <sup>(3)(5)</sup>	72	Director
Odysseas D. Kostas, M.D. <sup>(3)(5)</sup>	49	Director
Robin C. Kramer <sup>(1)(4)</sup>	58	Director
Joseph M. Patti, Ph.D. <sup>(2)(3)(4)</sup>	59	Director
Todd C. Peterson, Ph.D. <sup>(1)(4)</sup>	65	Director
Sarah J. Schlesinger, M.D. <sup>(2)</sup>	63	Director

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee.
- (3) Member of the Nominating and Corporate Governance Committee.
- (4) Member of the Special Committee.
- (5) Serves as a designee of Innoviva, Inc. under the Investor Rights Agreement (as defined below).

The Nominating and Corporate Governance Committee seeks to assemble a Board of Directors that, as a whole, possesses the appropriate balance of professional and industry knowledge, financial expertise and high-level management experience necessary to oversee and direct the Company's business. To that end, the Nominating and Corporate Governance Committee has identified and evaluated nominees in the broader context of the Board of Directors' overall composition, with the goal of recruiting members who complement and strengthen the skills of other members and who also exhibit integrity, collegiality, sound business judgment and other qualities that the Nominating and Corporate Governance Committee views as critical to effective functioning of the Board of Directors. The brief biographies below include information

regarding the specific and particular experience, qualifications, attributes or skills of each nominee that led the Nominating and Corporate Governance Committee to recommend that person as a nominee. However, each of the members of the Nominating and Corporate Governance Committee may have a variety of reasons why he or she believes a particular person would be an appropriate nominee for the Board of Directors, and these views may differ from the views of other members.

Set forth below is the specific experience, qualifications, and background of each of the individuals listed above.

### **Employee Directors**

**Deborah L. Birx, M.D.** has served as our Chief Executive Officer since July 2023. Prior to her appointment as Chief Executive Officer of the Company, Dr. Birx resigned as a member of the Board of Directors of Innoviva, Inc., the Company's largest shareholder, a position she assumed in March 2021. Dr. Birx most recently served as the response coordinator of the White House Coronavirus Task Force, where she made recommendations to the vice president using data integration to drive decision making, as well as worked closely with state officials across the country to provide state-specific advice and guidance. In 2014, Dr. Birx became an Ambassador-at-Large, when she assumed the role of the Coordinator of the United States Government Activities to Combat HIV/AIDS and U.S. Special Representative for Global Health Diplomacy (a \$6B/year program), a position she served in until January 2021. As the U.S. Global AIDS Coordinator, Dr. Birx oversaw the President's Emergency Plan for AIDS Relief (PEPFAR), the largest commitment by any nation to combat a single disease in history, at the CDC as well as all U.S. Government engagement with the Global Fund to Fight AIDS, Tuberculosis and Malaria. From 2005 until 2014, Dr. Birx served successfully as the Director of CDC's Division of Global HIV/AIDS (DGHA) in the CDC Center for Global Health where she developed ISO and CAP certified laboratories across the globe. From 1996 until 2005, she served as the Director of the U.S. Military HIV Research Program (USMHRP) at the Walter Reed Army Institute of Research directing research and development of HIV vaccines through full Phase III trials, including GLP and GMP manufacturing. During this time, she also rose to the rank of Colonel. Then known as Colonel Birx, she was awarded three prestigious U.S. Meritorious Service Medals and the Legion of Merit Award for her groundbreaking research, leadership and management skills during her tenure at the DoD. In 1985, Dr. Birx began her career with the Department of Defense (DoD) as a military trained clinician in cellular immunology, focusing on HIV/AIDS vaccine research. Dr. Birx has published over 230 manuscripts in peer-reviewed journals, authored nearly a dozen chapters in scientific publications, as well as developed and patented vaccines. Dr. Birx currently serves as a member of the Board of Directors of Nanolive SA.

Dr. Birx received her medical degree from the Hershey School of Medicine, Pennsylvania State University in 1980 and her B.S. from Houghton College in 1976. Dr. Birx is board certified in internal medicine, allergy and immunology, and diagnostic and clinical laboratory immunology. Dr. Birx is a world renowned medical expert and leader whose long career has focused on clinical and basic immunology, infectious diseases, pandemic preparedness, vaccine research, and global health.

### **Non-Employee Directors**

**Jules Haimovitz** joined the board of directors of Armata Pharmaceuticals in April 2021, and served as the Company's Chairman of the Board between June 2021 and March 2023. At Innoviva, Inc. (NASDAQ: INVA), a company with a portfolio of royalties that include respiratory assets partnered with Glaxo Group Limited, Mr. Haimovitz has served as a member of the Board of Directors since February 2018 and is currently the chair of the Audit Committee, the chair of the Compensation Committee, a member of the Nominating/Corporate Governance Committee, and a member of the Integration Committee. Mr. Haimovitz is currently President of Haimovitz Consulting, Inc. He previously served as a member of the board of directors of Ariad Pharmaceuticals, where he was also a member of its audit committee; Dial Global, Inc., where he was also member of its audit committee; and Imclone Pharmaceuticals, where he served as chairperson of its audit committee. Mr. Haimovitz has also served as Chief Executive Officer or Chief Operating Officer of the following companies: Spelling Entertainment, Inc., King World Productions and VJN, Inc. Mr. Haimovitz holds a B.S. and M.A. degree in Mathematics from Brooklyn College.

*Director Qualifications.* Mr. Haimovitz was selected as a director because of his extensive leadership experience with biotechnology companies and his in-depth knowledge of the industry, as well as his experience serving on the boards of directors of various public and private companies.

**Odysseas D. Kostas, M.D.** has served as a member of our board of directors since February 2020. He also currently serves as a director of Innoviva, Inc. and director/Chairman of Amarin Corporation. He is a Partner and Senior Managing Director at Sarissa Capital Management LP. Sarissa Capital focuses on improving the strategies of companies to enhance shareholder value. Prior to joining Sarissa Capital, Dr. Kostas served as a Director at Evercore ISI (formerly ISI), covering the biotechnology and pharmaceutical industries. Previously, he practiced internal medicine as part of the Yale New Haven Health System and was engaged as a consultant to various biotechnology companies. Dr. Kostas also previously served on the board of directors of Enzon Pharmaceuticals.

Dr. Kostas has a B.S from Massachusetts Institute of Technology (MIT) and a M.D. from University of Texas Southwestern Medical School. Dr. Kostas has demonstrated leadership in his field, and his knowledge of and experience in our industry contributed to our conclusion that he should serve as a director.

*Director Qualifications.* Dr. Kostas was selected as a director because of his extensive leadership experience with biotechnology companies and his in-depth knowledge of our business, strategy and management team, as well as his experience serving as a public company director.

**Robin C. Kramer** was elected as the Company's Chair of the Board in March 2023 and has served as a member of the board of directors since December 2020. Ms. Kramer has served as Senior Vice President, Chief Accounting Officer and Head of Global Business Services and Treasury of Biogen, a biopharma company, since January 2021. Ms. Kramer served as Biogen's Vice President, Chief Accounting Officer from November 2018 to December 2020. Prior to joining Biogen, Ms. Kramer served as the Senior Vice President and Chief Accounting Officer of Hertz Global Holdings, Inc., a car rental company, from May 2014 to November 2018. Prior to that, Ms. Kramer was an audit partner at Deloitte & Touche LLP (Deloitte), a professional services firm, from 2007 to 2014, including serving in Deloitte's National Office Accounting Standards and Communications Group from 2007 to 2010. From 2005 to 2007 Ms. Kramer served as Chief Accounting Officer of Fisher Scientific International, Inc., a laboratory supply and biotechnology company, and from 2004 to 2005 Ms. Kramer served as Director, External Reporting, Accounting and Control for the Gillette Company, a personal care company. Ms. Kramer also held partner positions in the public accounting firms of Ernst & Young LLP and Arthur Andersen LLP. Ms. Kramer is a licensed certified public accountant (CPA) in Massachusetts. She is a member of the Massachusetts Society of CPAs and the American Institute of CPAs. She has served as a Board member of the Center for Women and Enterprise from August 2020 – Present. She previously served as a Board Member of Samsung Bioepis Co., LTD. from July 2020 to April 2022, the Massachusetts State Board of Accountancy from September 2011 to December 2015 and Probus Insurance Company Europe DAC, from 2016 to 2018.

*Director Qualifications.* Ms. Kramer was selected as a director because of her years of experience in biotechnology and life sciences research and development and her in-depth knowledge of the industry. She has financial expertise, including a thorough understanding of financial statements, corporate finance and accounting and extensive experience with public companies, all of which makes her a valued member of the board of directors.

**Joseph M. Patti, Ph.D.** has served as a member of the board of directors since the consummation of the Merger in May 2019. Since February 2018, he has been the President of JB Biotech Advisors, Inc., which provides strategic growth and drug development advice to emerging biotechnology companies. From June 2022 until June 2023, Dr. Patti was President and Chief Executive Officer, and director of Evecxia Therapeutics, Inc. Dr. Patti was Executive Chairman of AgilVax, Inc. from November 2018 until August 2019, when he was appointed President and Chief Executive Officer and director, until July 2021. From November 2012, Dr. Patti served as Aviragen Therapeutics, Inc.'s Executive Vice President of Corporate Development and Strategy until October 2014, when he was appointed the company's President and Chief Executive Officer, and director. He served in those roles until February 2018, when Aviragen merged with Vaxart, Inc. Before joining Aviragen, Dr. Patti co-founded Inhibitex, Inc. in 1994 and served as its Chief Scientific Officer and Senior Vice President of Research and Development from 2007 until Bristol Myers Squibb acquired it in February 2012. He also served as its Chief Scientific Officer and Vice President of

Research and Development from 2005 to 2007 and as Vice President of Preclinical Development. Dr. Patti was a director of Inhibitex from 1998 to 2005. Before co-founding Inhibitex, Dr. Patti was an Assistant Professor at Texas A&M's Institute of Biosciences and Technology and served on the faculty at the University of Texas Health Science Center Graduate School of Biomedical Sciences. Dr. Patti received a B.S. in Microbiology from the University of Pittsburgh, a M.S.P.H. from the University of Miami School of Medicine, and a Ph.D. in Biochemistry from the University of Alabama at Birmingham. Dr. Patti was a director of SciStem Therapeutics, Inc., a privately held biotechnology company, from 2012 to 2015.

*Director Qualifications.* Dr. Patti was selected as a director because of his scientific knowledge and background, and experience in developing numerous preclinical and clinical biopharmaceutical product candidates, as well as his senior management experience over the past decade in developing and implementing the business and financial strategies of emerging, publicly-traded biopharmaceutical companies and serving as a public company director.

**Todd C. Peterson, Ph.D.** has served as a member of the board of directors since October 2019. Dr. Todd Peterson is Founder and Principal at GenApex Bio (GenApex Biotechnology Consulting), a board practice, investment and advisory services LLC based in Coronado, California. He has over 35 years of experience in biotechnology and life sciences research and development across the areas of molecular and cell biology, nucleic acids and genomics product and technology development. His experience encompasses clinical diagnostics, life science research tools and drug discovery technologies, products, and markets. Previously, Dr. Peterson was Chief Scientific Officer at The Allen Institute in Seattle, Washington, overseeing science and technology strategy and growth initiatives across unit Institutes for Brain Science, Cell Science, Immunology, and the Paul G. Allen Frontiers Group. Prior to joining the Allen Institute, Dr. Peterson was Chief Technology Officer at Synthetic Genomics, Inc., a leader in synthetic biology and applied genomics technologies developing a robust portfolio of breakthrough solutions addressing major global issues. Prior to joining SGI, Dr. Peterson led Genomics and Synthetic Biology R&D at Invitrogen/Life Technologies (now Thermo Fisher Scientific), a global leader in life science tools. Prior to Life Technologies, Dr. Peterson held R&D positions with increasing leadership responsibilities and scope at Genicon Sciences, Trega Biosciences, Hybritech and Gen-Probe where he focused on technology research, product development and commercialization. Dr. Peterson was a postdoctoral fellow at the Max Planck Institute in Cologne Germany after receiving his Ph.D. in Microbiology at the University of Southern California School of Medicine. He obtained his M.A. in Biological Sciences and B.A. in Molecular Biology and Biochemistry at the University of California, Santa Barbara. Dr. Peterson is co-founder of Barrier Bio, serves on numerous Scientific Advisory Boards, and serves on the Board of Directors of: Molecular Assemblies and the Center of Excellence for Engineering Biology.

*Director Qualifications.* Dr. Peterson was selected as a director because of his years of experience in biotechnology and life sciences research and development, his in-depth knowledge of the industry and pre-clinical / early-stage scientific requirements, and his experience and understanding of our bacteriophage platform.

**Sarah J. Schlesinger, M.D.** has served as a member of our board of directors since February 2020. She also currently serves as a member of the Board of Directors of Innoviva, Inc., serves as its lead independent director, and serves on its Compensation Committee and Audit Committee and is the chairperson of the Nominating/Corporate Governance Committee. Dr. Schlesinger is an Associate Professor of Clinical Investigation at Rockefeller University and Senior Attending Physician at Rockefeller University Hospital. Dr. Schlesinger was The Clinical Director of the laboratory of Dr. Ralph Steinman (Nobel Laureate 2011) from 2002 until his death in 2011. Dr. Schlesinger led the Dendritic Cell section of the Division of Retrovirology at the Walter Reed Army Institute of Research and was also a member of the Division of Infectious and Parasitic Disease Pathology at the Armed Forces Institute of Pathology from 1994 to 2002. In 2002, Dr. Schlesinger rejoined Rockefeller University and began working with the International AIDS Vaccine Initiative as a Scientist in Vaccine Research and Design. Dr. Schlesinger has been a member of Rockefeller University Hospital's Institutional Review Board ("IRB") (Ethics Committee) since 2003 and previously served as IRB's vice-chairperson. In 2017 she assumed the position of chairperson of the IRB. She is currently the director of the education and training programs at Rockefeller University Center for Clinical and Translational Science. Dr. Schlesinger currently serves on the board of two non-profit organizations: the AIDS Vaccines Advocacy Coalition, and The Hastings Center, the pre-eminent center for

the study of bioethics. Dr. Schlesinger served as an independent corporate director of Ariad Pharmaceuticals from 2013 until its sale to Takeda Pharmaceutical Company Limited in 2017. She also served as an independent corporate director of The Medicines Company from 2018 until its acquisition by Novartis in 2020. Dr. Schlesinger has a B.A. from Wellesley College and a M.D. from Rush Medical College in Chicago, Illinois. She trained in Anatomic Pathology at The New York Hospital where she served as Chief Resident. Dr. Schlesinger has demonstrated leadership in her field and her substantial knowledge of our industry contributed to our conclusion that she should serve as a director.

*Director Qualifications.* Dr. Schlesinger was selected as a director because of her extensive leadership experience with biotechnology companies and her in-depth knowledge of the industry, as well as her experience serving on the boards of directors of various public and private companies.

### **Selection of Certain Directors**

Drs. Schlesinger and Kostas were appointed to the Board of Directors in February 2020 as director designees of Innoviva, Inc. (collectively, with its subsidiaries, “*Innoviva*”) pursuant to that certain Investor Rights Agreement, dated as of February 12, 2020 (the “*Investor Rights Agreement*”), which was amended and restated on January 26, 2021 and again amended and restated on February 9, 2022. On April 1, 2021, Mr. Haimovitz replaced Dr. Schlesinger as the Innoviva director designee; however, Dr. Schlesinger continues to serve on the Board of Directors. The Board of Directors also voted that Dr. Schlesinger remain on the Board of Directors though she will not be a director designated by Innoviva. Dr. Kostas will continue to serve as a designated director of Innoviva. The Investor Rights Agreement provides that for so long as Innoviva and its affiliates hold at least 12.5% of the outstanding shares of our common stock on a fully-diluted basis, Innoviva shall have the right to designate two (2) directors to the Board of Directors, and for so long as Innoviva and its affiliates hold at least 8% but less than 12.5% of the outstanding shares of Common Stock on a fully-diluted basis, Innoviva shall have the right to designate one (1) director to the Board of Directors, in each case, subject to certain qualifications and conditions in the Investor Rights Agreement. The Investor Rights Agreement also provides for the right for Innoviva to participate in future offerings of equity securities by the Company.

**The Board of Directors Recommends  
a Vote “For” each Named Nominee.**

## **INFORMATION REGARDING THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE**

### **Independence of the Board of Directors**

As required under the NYSE American exchange listing standards, a majority of the members of a listed company's Board of Directors must qualify as "independent," as affirmatively determined by the Board of Directors. Our Board of Directors consults with our counsel to ensure that the Board of Directors' determinations are consistent with relevant securities and other laws and regulations regarding the definition of "independent," including those set forth in pertinent listing standards of the NYSE American exchange, as in effect from time to time.

Consistent with these considerations, after review of all relevant identified transactions or relationships between each director, or any of his or her family members, and us, our senior management and our independent auditors, the board affirmatively determined that all of the director nominees except for Deborah Birx are independent directors within the meaning of the applicable NYSE American exchange listing standards. In making this determination, our board found that none of these directors or nominees for director had a material or other disqualifying relationship with us. The board concluded that Dr. Birx is not an independent director within the meaning of the applicable NYSE American exchange listing standards. Dr. Birx is not an independent director under these rules given her role as our Chief Executive Officer.

As required under applicable NYSE American exchange rules, we anticipate that our independent directors will meet in regularly scheduled executive sessions at which only independent directors are present.

Our Bylaws provide that the Board of Directors will consist of not less than one nor more than nine members, as fixed from time to time by a resolution of the Board of Directors. The authorized size of our Board of Directors is currently eight members.

### **Board Leadership Structure**

Our Board of Directors has an independent Chair, Robin C. Kramer, who has authority, among other things, to call and preside over board meetings, to set meeting agendas and to determine materials to be distributed to the Board of Directors. Accordingly, the Chair has substantial ability to shape the work of the Board of Directors. We have a separate chair for each committee of the Board of Directors. As a general policy, the Board of Directors believes that separation of the positions of Chair and Chief Executive Officer reinforces the independence of the Board of Directors from management, creates an environment that encourages objective oversight of management's performance and enhances the effectiveness of the Board of Directors as a whole. We expect and intend the positions of Chair of the Board of Directors and Chief Executive Officer to continue to be held by separate individuals in the future.

### **Role of the Board in Risk Oversight**

One of the principal functions of our Board of Directors is to provide oversight concerning the assessment and management of risk related to our business. The Board of Directors is involved in risk oversight through direct decision-making authority with respect to fundamental financial and business strategies and major corporate activities.

While the Board of Directors oversees our risk management, our management is responsible for day-to-day risk management processes, including, without limitation, strategic, operational, financial, regulatory and cyber-security risks that may exist from time to time. The Board of Directors expects management to consider the risks of, and risk management in, each business decision, to proactively develop and monitor risk management strategies and processes for day-to-day activities and to effectively implement risk management strategies adopted by the Board of Directors and its committees. In connection with this responsibility, members of management provide regular reports to the Board of Directors regarding business operations and strategic planning, financial planning and budgeting and regulatory matters, including any material risk to our company related to such matters. Although the Board of Directors does not have a formal risk oversight policy, the Board of Directors does, as a whole and through its various committees, oversee the proper functioning of our internal risk management processes. In its risk oversight role, the Board

of Directors evaluates whether management has reasonable controls in place to address material risks we currently face and those we may face in the future.

The Board of Directors has delegated oversight for specific areas of risk exposure to committees of the Board of Directors as follows:

- The Audit Committee is primarily responsible for overseeing our financial risk management processes on behalf of the Board of Directors. The Audit Committee is responsible for discussing our overall risk assessment and risk management policies with management and our independent registered public accounting firm, as well as our plans to monitor and control any financial risk exposure. The Audit Committee is also responsible for primary risk oversight related to our internal control over financial reporting, disclosure controls and procedures, and legal and regulatory compliance. In addition, the Audit Committee reviews all related-person transactions, including the risks related to those transactions impacting our company. Going forward, we expect that the Audit Committee will receive reports from management regarding its assessment of risks at least quarterly.
- The Compensation Committee oversees our compensation programs and reviews the conduct incentivized by those programs, including any impact on risk-taking by our executive officers and employees.
- The Nominating and Corporate Governance Committee oversees the organization, membership and structure of our Board of Directors and our corporate governance practices. The committee members report to the full Board of Directors on material developments in their areas of oversight.
- The Special Committee (formerly known as the Qualified Director Committee) evaluates strategic transactions which may involve Innoviva, Inc. or affiliates thereof.

We believe this division of responsibilities is the most effective approach for addressing the risks we face and that our Board of Directors' leadership structure, which also emphasizes the independence of our Board of Directors in its oversight of our business and affairs, supports this approach.

The Board of Directors and its committees meet at regularly scheduled and special meetings throughout the year at which management reports to the board concerning the results of our risk management activities, as well as external changes that may change the levels of business risk to which we are exposed. At each regular meeting of our Board of Directors, the chairperson of each committee reports to the full board regarding the matters reported and discussed at any committee meetings, including any matters related to risk assessment or risk management. Upon the request of the committees, our principal executive officer and principal financial officer attend meetings of these committees when they are not in executive session, and often report on matters that may not be otherwise addressed at these meetings. In addition, our directors are encouraged to communicate directly with members of management regarding matters of interest, including matters related to risk, at times when meetings are not being held.

In connection with the ongoing COVID-19 pandemic, the Audit Committee and management, has monitored our efforts to mitigate business continuity, financial, human capital, and cybersecurity risk exposures associated with the pandemic.

### **Meetings of the Board of Directors**

During 2022, our Board of Directors met 5 times, the Audit Committee met 5 times, the Compensation Committee met 4 times, the Nominating and Corporate Governance Committee did not meet, and the Special Committee (formerly known as the Qualified Director Committee) met 2 times. Each Board member attended 75% or more of the total number of meetings of the Board and of the committees on which he or she served, that were held during the portion of the last fiscal year for which he or she was a director or committee member.

As required under applicable NYSE American exchange listing standards, during 2022, our independent directors met on a regular basis in executive session without the presence of non-independent directors and management.

Each director is expected to devote the time necessary to appropriately discharge his or her responsibilities and to rigorously prepare for and attend and participate in all Board meetings and meetings



of Board committees on which he or she serves. In addition, the independent directors meet regularly in executive session without the presence of management.

### **Policy Concerning Director Attendance at Annual Meetings of Shareholders**

There is no formal policy as to their attendance at annual meetings of shareholders, and in the past our directors have not been present for such meetings.

### **Information Regarding Committees of the Board of Directors**

The Board of Directors has an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee and a Special Committee. Each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee operates under a written charter, the adequacy of which each respective committee regularly reviews and reassesses. A copy of each charter is available under the heading “Corporate Governance” of the Investor Relations section of our website at <https://investor.armatapharma.com/corporate-governance>. Our Board of Directors may establish additional committees from time to time in accordance with our Bylaws.

As of July 10, 2023, the record date, the membership of the standing committees was as follows:

<u>Name</u>	<u>Audit</u>	<u>Compensation</u>	<u>Nominating and Corporate Governance</u>	<u>Special Committee</u>
Jules Haimovitz			X*	
Odysseas Kostas, M.D.			X	
Robin C. Kramer	X*			X
Joseph M. Patti, Ph.D.		X*	X	X*
Todd C. Peterson, Ph.D.	X			X
Sarah J. Schlesinger, M.D.		X		

\* Committee Chair.

Below is a description of each committee of the Board of Directors. The Board of Directors has determined that each member of each committee meets the applicable NYSE American exchange rules and regulations regarding “independence” and each member is free of any relationship that would impair his or her individual exercise of independent judgment with regard to the Company.

#### ***Audit Committee***

The Board of Directors reviews the NYSE American exchange listing standards definition of independence for Audit Committee members on an annual basis and has determined that each of the members of our Audit Committee as of the record date satisfies the NYSE American exchange listing requirements and SEC independence requirements.

Our Board of Directors has determined that Ms. Kramer qualifies as an audit committee financial expert within the meaning of SEC regulations. In making this determination, our Board of Directors has considered Ms. Kramer’s formal education and previous and current experience in financial roles. Both our independent registered public accounting firm and management periodically meet privately with our Audit Committee.

The primary purpose of the Audit Committee is to oversee our corporate accounting and financial reporting processes and audits of its financial statements. The functions of the Audit Committee include, among other things:

- evaluating the performance, independence and qualifications of our independent auditors and determining whether to retain our existing independent auditors or engage new independent auditors and to present its conclusion to our Board of Directors;

- reviewing and approving the engagement of our independent auditors to perform audit services and any permissible non-audit services;
- monitoring the rotation of partners of our independent auditors on our audit engagement team as required by law;
- prior to engagement of any independent auditor, and, at least annually thereafter, reviewing relationships that may reasonably be thought to bear on the auditor's independence, and assessing and otherwise taking the appropriate action to oversee the independence of our independent auditor;
- reviewing our annual and quarterly financial statements and reports, including disclosures relating to Environmental, Social, and Governance (“ESG”) and disclosures contained under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and discussing the statements and reports with our independent auditors and management;
- reviewing with our independent auditors and management critical audit matters and significant issues that arise regarding accounting principles and financial statement presentation and matters concerning the scope, adequacy and effectiveness of our internal control over financial reporting;
- reviewing with management and our auditors any earnings announcements and other public announcements regarding material developments;
- establishing procedures for the receipt, retention and treatment of complaints received by us regarding internal accounting controls, accounting or auditing matters and other matters;
- preparing the report that the SEC requires in our annual proxy statement;
- reviewing and providing oversight of any related-person transactions in accordance with our related-person transactions policy and reviewing and monitoring compliance with legal and regulatory responsibilities, including our code of business conduct and ethics;
- reviewing on a periodic basis our investment policy; and
- reviewing and evaluating on an annual basis its own performance, including its compliance with its charter.

### **Report of the Audit Committee of the Board of Directors**

*The material in this report is not “soliciting material,” is not deemed “filed” with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.*

This report is furnished by the current Audit Committee of the Board of Directors with respect to our financial statements for the year ended December 31, 2022.

One of the purposes of the Audit Committee is to oversee our accounting and financial reporting processes and the audit of our annual financial statements. Our management is responsible for the preparation and presentation of complete and accurate financial statements. Our independent registered public accounting firm is responsible for performing an independent audit of our financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”) and for issuing a report on its audit.

Ernst & Young was the independent registered public accounting firm for our financial statements audited pursuant to PCAOB standards for the years ended December 31, 2022 and 2021.

As of the record date, the current Audit Committee of the Board of Directors with respect to Armata’s financial statements consists of Ms. Kramer (chair) and Dr. Peterson.

#### *Audited Financial Statements*

Ernst & Young was the independent registered public accounting firm for our financial statements audited pursuant to PCAOB standards for the years ended December 31, 2022 and 2021. The Audit

Committee discussed with Ernst & Young the matters required to be discussed by the applicable requirements of the PCAOB and the SEC and received the written disclosures and the letter from Ernst & Young required by the applicable requirements of the PCAOB regarding communications with audit committees concerning independence. The Audit Committee discussed the independence of Ernst & Young and concluded that Ernst & Young was independent from Armata and management.

In performing its oversight role, the Audit Committee reviewed and discussed our audited financial statements for the years ended December 31, 2022 and 2021 with management and Ernst & Young. Based on the foregoing, the current Audit Committee recommended to the Board that the audited financial statements for the years ended December 31, 2022 and 2021 be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

The foregoing report has been furnished by the current Armata Audit Committee.

Robin C. Kramer (Chair)  
Todd C. Peterson, Ph.D.

### ***Compensation Committee***

Our Board of Directors has determined that each of the members of our Compensation Committee is a non-employee director, as defined in Rule 16b-3 promulgated under the Exchange Act, an outside director, as defined pursuant to Section 162(m) of the Code, and satisfies the NYSE American exchange listing independence requirements.

The functions of this committee include, among other things:

- reviewing, modifying and approving (or, if it deems appropriate, making recommendations to the full Board of Directors regarding) our overall compensation strategy and policies;
- reviewing and approving (or, if it deems appropriate, making recommendations to the full Board of Directors regarding) the compensation and other terms of employment of our executive officers, including the terms of any employment agreements, severance arrangements, change-of-control protections and any other compensatory arrangements for our executive officers;
- reviewing and approving (or, if it deems appropriate, making recommendations to the full Board of Directors regarding) performance goals and objectives relevant to the compensation of our executive officers and assessing their performance against these goals and objectives;
- reviewing and approving (or, if it deems appropriate, making recommendations to the full Board of Directors regarding) the equity incentive plans, compensation plans and similar programs advisable for us, as well as modifying, amending or terminating existing plans and programs;
- evaluating (including, if it deems appropriate, with the input of some or all of the other members of the Board of Directors) risks associated with our compensation policies and practices and assessing whether risks arising from our compensation policies and practices for our employees are reasonably likely to have a material adverse effect on us;
- reviewing and making recommendations to the full Board of Directors regarding the type and amount of compensation to be paid or awarded to our non-employee board members;
- administering our equity incentive plans;
- establishing policies with respect to equity compensation arrangements;
- establishing policies with respect to votes by our shareholders to approve executive compensation as required by Section 14A of the Exchange Act and determining our recommendations regarding the frequency of advisory votes on executive compensation, to the extent required by law;
- reviewing and assessing the independence of compensation consultants, legal counsel and other advisors as required by Section 10C of the Exchange Act;
- reviewing the competitiveness of our executive compensation programs and evaluating the effectiveness of our compensation policy and strategy in achieving expected benefits to us;

- reviewing the adequacy of its charter on a periodic basis;
- reviewing with management and approving our compensation-related disclosures and related tables in our periodic reports or proxy statements to be filed with the SEC;
- preparing the report that the SEC requires in our annual proxy statement, if required by then-applicable SEC rules; and
- reviewing and assessing on an annual basis its own performance.

#### *Compensation Committee Processes and Procedures*

Generally, the Compensation Committee meets quarterly and with greater frequency if necessary. The agenda for each meeting is usually developed by the Chair of the Compensation Committee, in consultation with the Chief Executive Officer. The Compensation Committee meets regularly in executive session.

However, from time to time, various members of management and other employees, as well as outside advisors or consultants, may be invited by the Compensation Committee to make presentations, to provide financial or other background information or advice or to otherwise participate in Compensation Committee meetings. The Chief Executive Officer may not participate in, or be present during, any deliberations or determinations of the Compensation Committee regarding his or her compensation or individual performance objectives. The charter of the Compensation Committee grants the Compensation Committee full access to all books, records, facilities and personnel of the Company. In addition, under the charter, the Compensation Committee has the authority to obtain, at the expense of the Company, advice and assistance from compensation consultants and internal and external legal, accounting or other advisors and other external resources that the Compensation Committee considers necessary or appropriate in the performance of its duties. Other than in-house legal counsel and certain other types of advisors, the Compensation Committee may retain such consultants or advisors only after taking into consideration six factors, prescribed by the SEC and NYSE American exchange, that bear upon the advisor's independence; however, there is no requirement that any advisor be independent. The Compensation Committee has direct responsibility for the oversight of the work of any consultants or advisors engaged for the purpose of advising the Committee. In particular, the Compensation Committee has the sole authority to retain, in its sole discretion, compensation consultants to assist in its evaluation of executive and director compensation, including the authority to approve the consultant's reasonable fees and other retention terms.

Historically, the Compensation Committee has made most of the significant adjustments to annual compensation, determined bonus and equity awards and established new performance objectives at one or more meetings held during the fourth quarter of the preceding year or during the first quarter of the year, following an evaluation of calendar year results. However, the Compensation Committee also considers matters related to individual compensation, such as compensation for new executive hires, as well as high-level strategic issues, such as the efficacy of the Company's compensation strategy, potential modifications to that strategy and new trends, plans or approaches to compensation, at various meetings throughout the year. Generally, the Compensation Committee's process comprises two related elements: the determination of compensation levels and the establishment of performance objectives for the current year. For executives other than the Chief Executive Officer, the Compensation Committee solicits and considers evaluations and recommendations submitted to the Committee by the Chief Executive Officer. In the case of the Chief Executive Officer, the evaluation of his or her performance is conducted by the Compensation Committee, which determines any adjustments to his or her compensation, as well as awards to be granted. For all executives and directors as part of its deliberations, the Compensation Committee may review and consider, as appropriate, materials such as financial reports and projections, operational data, tax and accounting information, tally sheets that set forth the total compensation that may become payable to executives in various hypothetical scenarios, executive and director stock ownership information, company stock performance data, analyses of historical executive compensation levels and current Company-wide compensation levels and recommendations of the Compensation Committee's compensation consultant, if any, including analyses of executive and director compensation paid at other peer companies identified by the consultant.

### *Nominating and Corporate Governance Committee*

Our Board of Directors has determined that each of the members of this committee satisfies the NYSE American exchange listing independence requirements. The Nominating and Corporate Governance Committee of the Board of Directors is responsible for, among other things:

- identifying, reviewing and evaluating candidates to serve on our Board of Directors consistent with criteria approved by our Board of Directors;
- assessing the performance of management and the Board of Directors, including board committees, seeking input from senior management, the full Board of Directors and others, which assessment shall include, among other things, an evaluation of the board's contribution as a whole and overall board composition and makeup, including the reelection of current board members;
- evaluating, nominating and recommending individuals for membership on our Board of Directors;
- evaluating nominations by shareholders of candidates for election to our Board of Directors;
- considering and assessing the independence of members of our Board of Directors;
- developing a set of corporate governance policies and principles, periodically reviewing and assessing these policies and principles and their application and recommending to our Board of Directors any changes to such policies and principles;
- reviewing the adequacy of its charter on an annual basis; and
- reviewing and assessing on an annual basis its own performance.

The Nominating and Corporate Governance Committee believes that candidates for director should, both individually and collectively, have the integrity, experience, judgment, commitment (including having sufficient time to devote to us and a sufficient level of participation), skills, diversity and expertise appropriate for our Company. We do not have a set policy or process for considering "diversity," however that term may be defined, in identifying nominees. However, the Nominating and Corporate Governance Committee strives to identify and recruit individuals whose diverse talents, experiences and backgrounds enhance the inclusive environment in which the Board currently functions. In assessing the directors, both individually and collectively, the Nominating and Corporate Governance Committee may consider our current needs and the needs of our Board of Directors, to maintain a balance of knowledge, experience and capability in various areas. However, the Nominating and Corporate Governance Committee retains the right to modify these qualifications from time to time. In the case of new director candidates, the Nominating and Corporate Governance Committee also determines whether the nominee is independent for NYSE American exchange purposes, which determination is based upon applicable NYSE American exchange listing standards, applicable SEC rules and regulations and the advice of counsel, if necessary. The Nominating and Corporate Governance Committee may use its network of contacts to compile a list of potential director candidates, but may also engage, if it deems appropriate, a professional search firm. The Nominating and Corporate Governance Committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the Board of Directors. The Nominating and Corporate Governance Committee meets to discuss and consider the candidates' qualifications and then selects a nominee for recommendation to the Board of Directors by majority vote.

The Nominating and Corporate Governance Committee will consider director candidates recommended by shareholders. The Nominating and Corporate Governance Committee does not alter the manner in which it evaluates candidates, including the criteria set forth above, based on whether or not the candidate was recommended by a shareholder. Pursuant to our Policy Regarding Stockholder Recommendations of Director Nominees, shareholders who wish to recommend individuals for consideration by the Nominating and Corporate Governance Committee to become nominees for election to the Board at an annual meeting of shareholders may do so by delivering a written recommendation to our Secretary at Armata Pharmaceuticals, Inc., 5005 McConnell Avenue, Los Angeles, California 90066, no later than the close of business on the 90th day and no earlier than the 120th day prior to the first anniversary of the preceding year's annual meeting of shareholders. As provided in the Current Report filed on Form 8-K on July 11, 2023 for the 2023 Annual Meeting, for a shareholder's written recommendations to be timely presented at this annual meeting, it must have been received by our Secretary by July 21, 2023. Submissions must include the name and

address of the shareholder on whose behalf the submission is made; the number of shares of our common stock that are owned beneficially by such shareholder as of the date of the submission; the full name of the proposed candidate; a description of the proposed candidate's business experience for at least the previous five years; complete biographical information for the proposed candidate; and a description of the proposed candidate's qualifications as a director. Any such submission must be accompanied by the written consent of the proposed candidate to be named as a nominee and to serve as a director if elected.

### ***Special Committee***

The Special Committee (formerly known as the Qualified Director Committee) is comprised of independent directors who are not affiliated with Innoviva, Inc. The committee investigates, evaluates, and, as applicable, provides recommendations to the Company's Board regarding financing, credit support and other kinds of potential strategic transactions which may involve Innoviva, Inc., the Company's largest shareholder.

### **Shareholder Communications with the Board of Directors**

The Company's Board has adopted a formal process by which shareholders may communicate with the Board or any of its committees or directors. Shareholders who wish to communicate with the Board may do so by sending written communications addressed to the Secretary of the Company at Armata Pharmaceuticals, Inc., 5005 McConnell Avenue, Los Angeles, California 90066. All communications will be compiled and reviewed by the Secretary of the Company, who will determine whether the communication should be presented to the Board, committee or individual director, as applicable. Communications approved by the Secretary will be submitted to the Board of Directors, its committees, or the individual directors on a periodic basis. The purpose of this screening is to allow the Board to avoid having to consider irrelevant or inappropriate communications (such as advertisements, solicitations and hostile communications). All communications directed to the Audit Committee in accordance with the Company's Open Door Policy for Reporting Complaints Regarding Accounting and Auditing Matters (the "*Whistleblower Policy*"), discussed below, will be treated in accordance with that policy.

Any interested person may, however, communicate directly with the Chair or the independent directors as a group. Persons interested in communicating directly with the independent directors regarding their concerns or issues may do so by addressing correspondence to a particular director, or to the independent directors generally, in care of Armata Pharmaceuticals, Inc. at 5005 McConnell Avenue, Los Angeles, California 90066. If no particular director is named, letters will be forwarded, depending upon the subject matter, to the Chair of the Audit, Compensation, or Nominating and Corporate Governance Committee.

### **Code of Ethics**

We have adopted a code of ethics for directors, officers (including our principal executive officer, principal financial officer and principal accounting officer) and employees, known as the Code of Business Conduct and Ethics. The Code of Business Conduct and Ethics is available under the heading "Corporate Governance" of the Investor Relations section of our website at <https://investor.armatapharma.com/corporate-governance>. Any amendment to, or waiver from, a provision of the codes of ethics applicable to our directors and executive officers will be disclosed in a current report on Form 8-K within four business days following the date of the amendment or waiver, unless the rules of the NYSE American exchange then permit website posting of such amendments and waivers, in which case we would promptly post such disclosures on our internet website.

### **Open Door Policy for Reporting Complaints Regarding Accounting and Auditing Matters**

We have adopted the Whistleblower Policy to facilitate the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, as well as the confidential, anonymous submission by our employees of concerns regarding these matters.

### **Hedging and Pledging Policy**

Our insider trading policy prohibits our officers, other employees and directors from hedging or pledging our shares.

## PROPOSAL 2

### **Advisory, Non-Binding Vote to Approve the Compensation of Our Named Executive Officers**

Section 14A of the Exchange Act requires that we provide our shareholders with the opportunity to vote to approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the compensation disclosure rules of the SEC.

Our compensation programs are designed to effectively align our executives' interests with the interests of our shareholders by focusing on long-term equity incentives that correlate with the growth of sustainable long-term value for our shareholders. Shareholders are urged to read the section titled "Executive Compensation" in this proxy statement, which discusses how our executive compensation policies and practices implement our compensation philosophy and contains tabular information and narrative discussion about the compensation of our named executive officers. Our Compensation Committee believes that the objectives of our executive compensation program, as they relate to our named executive officers, are appropriate for a company of our size and stage of development and that our compensation policies and practices help meet those objectives. In addition, our Compensation Committee believes that our executive compensation program, as it relates to our named executive officers, achieves an appropriate balance between fixed compensation and variable incentive compensation. Our Board of Directors and our Compensation Committee believe that our policies and practices are effective in implementing our compensation philosophy and in achieving our compensation program goal. Accordingly, we are asking our shareholders to approve the compensation of our named executive officers.

The vote on this resolution is not intended to address any specific element of compensation; rather, the vote relates to the compensation of our named executive officers, as described in this proxy statement in accordance with the compensation disclosure rules of the SEC.

Based on the above, we request that shareholders indicate their support, on a non-binding advisory basis, for the compensation of our named executive officers as described in this proxy statement by voting "FOR" the following resolution:

"RESOLVED, that the shareholders of Armata Pharmaceuticals, Inc. approve, on an advisory basis, the compensation paid to Armata Pharmaceuticals, Inc.'s named executive officers, as disclosed pursuant to the compensation disclosure rules of the U.S. Securities and Exchange Commission, including the Executive Compensation section, the compensation tables and the narrative discussion in Armata Pharmaceuticals, Inc.'s 2023 proxy statement."

As an advisory vote, this Proposal 2 is non-binding. Although the vote is non-binding, our Board of Directors and our Compensation Committee value the opinions of our shareholders and will consider the outcome of the vote when making future compensation decisions for our named executive officers.

**The Board of Directors Recommends  
a Vote "For" Proposal 2.**

## PROPOSAL 3

### Ratification of Selection of Independent Registered Public Accounting Firm

#### Proposal to Ratify Appointment of Ernst & Young LLP

The Audit Committee of the Board of Directors has selected Ernst & Young as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023 and has further directed that management submit the selection of its independent registered public accounting firm for ratification by the shareholders at the meeting. Ernst & Young served as the independent registered public accounting firm for AmpliPhi from January 20, 2015 until the completion of the Merger and has continued to serve in such role for Armata following the Merger. The Merger was treated as a reverse acquisition for accounting purposes and, as such, the historical financial statements of the accounting acquirer, C3J, have become Armata's historical financial statements.

Representatives of Ernst & Young are expected to be available at the meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither our Bylaws nor other governing documents or law require shareholder ratification of the selection of Ernst & Young as the Company's independent registered public accounting firm. However, the Audit Committee of the Board is submitting the selection of Ernst & Young to the shareholders for ratification as a matter of good corporate practice. If the shareholders fail to ratify the selection, the Audit Committee of the Board will reconsider whether or not to retain Ernst & Young. Even if the selection is ratified, the Audit Committee of the Board in its discretion may direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders.

In order for Proposal 3 to be approved, the number of shares cast "For" the proposal must exceed the number of shares cast "Against" the proposal. Abstentions and broker non-votes, if any, will have no effect on the outcome of the vote.

#### Principal Accountant Fees and Services

The following table represents aggregate fees incurred for Ernst & Young LLP services for the years ended December 31, 2022 and 2021:

	<u>Fiscal Year Ended December 31, 2022</u>	<u>Fiscal Year Ended December 31, 2021</u>
<b>Armata Pharmaceuticals, Inc.</b>		
Audit Fees . . . . .	\$415,000	\$370,000
Audit Related Fees . . . . .	26,000	10,000
Tax Fees . . . . .	—	—
All Other Fees . . . . .	<u>10,000</u>	<u>—</u>
Total . . . . .	<u>\$451,000</u>	<u>\$380,000</u>

Representatives of Ernst & Young LLP attended all of the meetings of the Audit Committee occurring during the years ended December 31, 2022 and 2021.

#### Pre-Approval Policies and Procedures

The Audit Committee approves in advance the engagement and fees of the independent registered public accounting firm for all audit services and non-audit services, based upon independence, qualifications and, if applicable, performance. The Audit Committee may form and delegate to subcommittees of one or more members of the Audit Committee the authority to grant pre-approvals for audit and permitted non-audit services, up to specific amounts. All audit services provided by Ernst & Young LLP for the periods presented were pre-approved by the Audit Committee.



**Ability to Continue as a Going Concern**

The report of Ernst & Young on the consolidated financial statements of Armata Pharmaceuticals, Inc. for the fiscal year ended December 31, 2022, included in Armata's Annual Report on Form 10-K, filed on March 16, 2023, stated that Armata has suffered recurring losses and negative cash flows from operations, which raised substantial doubt about Armata's ability to continue as a going concern. Other than the foregoing, Ernst & Young's report on our financial statements for the past two years contained no adverse opinion or disclaimer of opinion and was not qualified as to audit scope or accounting principles.

**The Board of Directors Recommends  
a Vote "For" Proposal 3.**

## PROPOSAL 4

### **Approval, in connection with the NYSE American exchange rules, of the Issuance of our Common Stock upon Conversion, if Applicable, of the Loan Outstanding under the Secured Convertible Credit and Security Agreement entered into with Innoviva Strategic Opportunities LLC**

#### **Background**

On January 10, 2023, the Company entered into, as borrower, a secured convertible credit and security agreement (the “*Credit Agreement*”) with Innoviva Strategic Opportunities LLC, a wholly owned subsidiary of Innoviva, Inc., a principal shareholder of the Company. The Credit Agreement provides for a secured term loan facility in an aggregate amount of \$30 million (the “*Loan*”) at an interest rate of 8.0% per annum, and has a maturity date of January 10, 2025. Repayment of the Loan is required to be guaranteed by the Company’s domestic subsidiaries and foreign material subsidiaries, and the Loan is secured by substantially all of the assets of the Company and the subsidiary guarantors.

The Credit Agreement provides that if a Qualified Financing (as defined in the Credit Agreement) occurs, the outstanding principal amount of, and all accrued and unpaid interest on, the Loan shall be converted (the “*Mandatory Conversion*”) into shares of Common Stock at a price per share equal to a 15.0% discount to the lowest price per share for Common Stock paid by investors in a Qualified Financing (which price paid by investors in a Qualified Financing may not be less than a 15.0% discount to the closing price of Common Stock immediately prior to the consummation of a Qualified Financing event). The Credit Agreement also required the Company to file a registration statement (the “*Registration Statement*”) for the resale of all securities issued to the lender in connection with any conversion under the Credit Agreement, which the Company filed on February 13, 2023. The U.S. Securities and Exchange Commission declared the Registration Statement effective as of 4:00 p.m. on April 6, 2023, whereupon any outstanding Loan amount, including all accrued and unpaid interest thereon, may be converted at the lender’s option, into shares of Common Stock at a price per share equal to the greater of book value or market value per share of Common Stock on the date immediately preceding the effective date of the Credit Agreement, which is \$1.52 (as may be appropriately adjusted for any stock split, combination or similar act).

As of the record date, Innoviva, Inc. and Innoviva Strategic Opportunities LLC together beneficially owned 25,076,769 shares of the Company’s Common Stock (excluding 19,364,647 shares of Common Stock underlying the outstanding existing outstanding warrants held by Innoviva, Inc. and Innoviva Strategic Opportunities LLC that are exercisable within 60 days) which represents approximately 69% of the Company’s issued and outstanding Common Stock as of the record date. As a result, Innoviva, Inc owns more than 50% of our outstanding shares, and as such, we are a “controlled company” under the rules of the NYSE American exchange.

#### **Reasons for Requesting Shareholder Approval**

Our Common Stock is listed on the NYSE American exchange. Section 713(a) of the NYSE American Company Guide requires shareholder approval in connection with a transaction involving the sale, issuance or potential issuance by the issuer of common stock (or securities convertible into common stock) equal to 20% or more of the presently outstanding shares of common stock at a price less than the greater of book value or market value.

Because the issuance of up to 19,736,843 shares of the Company’s Common Stock upon conversion of a portion or all of the outstanding principal amount of the Loan, and any accrued and unpaid interest thereon, would constitute more than 20% of the Common Stock outstanding as of the date the Credit Agreement was entered into, shareholder approval is required for purposes of Section 713(a) of the NYSE American Company Guide.

Under Section 713(a) of NYSE American Company Guide, the Company may not issue to Innoviva Strategic Opportunities LLC upon conversion of any outstanding Loan amount, including all accrued and unpaid interest thereon, more than 20% of the shares of the Company’s Common Stock outstanding as of the date of the Credit Agreement, (the “*Share Issuance*”), unless we obtain shareholder approval to issue

shares of Common Stock in excess of the Share Issuance. The Credit Agreement also specifically provides that we may not issue shares of our Common Stock in excess of the Share Issuance without shareholder approval.

Because the issuance of up to an additional 19,736,843 shares of Common Stock, plus accrued and unpaid interest thereon, exceeds 20% of our outstanding shares as of January 10, 2023, we are seeking shareholder approval in accordance with the NYSE American Company Guide.

Assuming shareholders approve this proposal and the Loan is fully converted into shares, Innoviva, Inc. and Innoviva Strategic Opportunities LLC will collectively own an aggregate of 44,813,612 shares of Company common stock, or approximately 80% of the Company's outstanding Common Stock as of the record date and assuming conversion of all of the outstanding principal amount of the Loan (excluding any accrued interest). For purposes of beneficial ownership (as defined by Rule 13d-3 of the Securities Exchange Act of 1934, as amended), Innoviva, Inc. and Innoviva Strategic Opportunities LLC would collectively beneficially own 64,178,259 shares of Common Stock or approximately 85% of the Company's outstanding Common Stock as of the record date, assuming conversion of all of the outstanding principal amount of the Loan (excluding any accrued interest), which would include 19,736,843 shares issuable upon such conversion (excluding any accrued interest).

#### **Effect of Failure to Obtain Shareholder Approval**

If the shareholders do not approve Proposal No. 4, we will be unable to issue shares of Common Stock to Innoviva Strategic Opportunities LLC in excess of the Share Issuance, and Innoviva Strategic Opportunities LLC will not be able to convert into Common Stock the portion or all of the outstanding principal amount of, and any accrued and unpaid interest on, the Loan that represents such excess.

If the Company fails to meet its obligations under the Credit Agreement to issue shares of Common Stock to Innoviva Strategic Opportunities LLC to which it is entitled upon conversion of the Loan by the applicable Share Delivery Deadline (as defined in the Credit Agreement), it will be subject to certain cash payment obligations calculated in accordance with the Credit Agreement or the cancellation of Innoviva Strategic Opportunities LLC's Optional Conversion Notice (as defined in the Credit Agreement) and retain or have returned (as the case may be) any portion of the Loan that has not been converted pursuant to such Optional Conversion Notice.

#### **Effect of Approval**

Upon obtaining shareholder approval, we would no longer be bound by the NYSE American exchange restriction on issuances of Common Stock to Innoviva Strategic Opportunities LLC pursuant to the Credit Agreement in excess of 20% of the shares of the Company's Common Stock, etc. This means the Company would be able to issue to Innoviva Strategic Opportunities LLC, without any further shareholder approval, any number of shares in excess of the Share Issuance.

In addition, the additional shares that we would issue to Innoviva Strategic Opportunities LLC upon conversion of a portion or all of the outstanding principal amount of, and any accrued and unpaid interest on, the Loan will result in greater dilution to existing shareholders and may result in a decline in our stock price or greater price volatility.

#### **Vote Required**

Approval of this proposal requires the affirmative vote of a majority of the shares present in person or by proxy and entitled to vote on this proposal.

**The Board of Directors Recommends  
a Vote "For" Proposal 4.**

## EXECUTIVE OFFICERS

The following table sets forth information regarding our executive officers as of the record date.

Name	Age	Position(s)
Deborah L. Birx M.D.	67	Chief Executive Officer & Director
Mina Pastagia, M.D.	49	Chief Medical Officer
Julianne Averill	38	Chief Financial Officer

**Deborah L. Birx, M.D.** has served as our Chief Executive Officer since July 2023. Prior to her appointment as Chief Executive Officer of the Company, Dr. Birx resigned as a member of the Board of Directors of Innoviva, Inc., the Company's largest shareholder, a position she assumed in March 2021. Dr. Birx most recently served as the response coordinator of the White House Coronavirus Task Force, where she made recommendations to the vice president using data integration to drive decision making, as well as worked closely with state officials across the country to provide state-specific advice and guidance. In 2014, Dr. Birx became an Ambassador-at-Large, when she assumed the role of the Coordinator of the United States Government Activities to Combat HIV/AIDS and U.S. Special Representative for Global Health Diplomacy, a position she served in until January 2021. As the U.S. Global AIDS Coordinator, Dr. Birx oversaw the President's Emergency Plan for AIDS Relief (PEPFAR), the largest commitment by any nation to combat a single disease in history, at the CDC as well as all U.S. Government engagement with the Global Fund to Fight AIDS, Tuberculosis and Malaria. From 2005 until 2014, Dr. Birx served successfully as the Director of CDC's Division of Global HIV/AIDS (DGHA) in the CDC Center for Global Health. From 1996 until 2005, she served as the Director of the U.S. Military HIV Research Program (USMHRP) at the Walter Reed Army Institute of Research. During this time, she also rose to the rank of Colonel. Then known as Colonel Birx, she was awarded two prestigious U.S. Meritorious Service Medals and the Legion of Merit Award for her groundbreaking research, leadership and management skills during her tenure at the DoD. In 1985, Dr. Birx began her career with the Department of Defense (DoD) as a military trained clinician in immunology, focusing on HIV/AIDS vaccine research. Dr. Birx has published over 230 manuscripts in peer-reviewed journals, authored nearly a dozen chapters in scientific publications, as well as developed and patented vaccines. Dr. Birx currently serves as a member of the Board of Directors of Nanolive SA.

Dr. Birx received her medical degree from the Hershey School of Medicine, Pennsylvania State University in 1980 and her B.S. from Houghton College in 1976. Dr. Birx is board certified in internal medicine, allergy and immunology, and diagnostic and clinical laboratory immunology. Dr. Birx is a world renowned medical expert and leader whose long career has focused on clinical and basic immunology, infectious diseases, pandemic preparedness, vaccine research, and global health.

**Mina Pastagia, M.D.** has served as our Chief Medical Officer since January 2023. Prior to that, she served as Senior Vice President of Clinical Development since October 2020. Prior to joining Armata, Dr. Pastagia served as Senior Medical Director, Infectious Diseases and Vaccines at Janssen Biopharma, a member of the Janssen Pharmaceutical Companies of Johnson & Johnson. Since 2017, she led the design and execution of clinical trials for Janssen's antiviral, antibacterial and immunology assets, and served as clinical leader for Respiratory Syncytial Virus, hepatitis B, and pathogen-specific bacteriophage therapy for certain indications. Prior to Janssen, Dr. Pastagia served as Translational Medicine Leader in Infectious Diseases, Immunology and Inflammation at Hoffmann-La Roche. During that time, Dr. Pastagia served as antibiotic therapeutic head and leader of disease area strategy, as well as team lead for the development of baloxavir for influenza. Her prior experience also includes serving as Medical Director at Clinilabs, a global, full-service contract research organization, and as Associate Director of Clinical Development at ContraFect Corporation, where she was responsible for the development of biologic anti-infectives, including bacteriophage lysin targeting *Staphylococcus aureus* bacteremia. Prior to ContraFect, Dr. Pastagia served as an Instructor of Clinical Investigation in Bacterial Pathogenesis and Immunology at The Rockefeller University. Dr. Pastagia previously held adjunct appointments in the Division of Microbiology at The Rockefeller University and in the Division of Infectious Diseases at Weill Cornell Medical Center.

Dr. Pastagia is board certified in Internal Medicine and Infectious Disease, and is also a registered pharmacist in the State of New York. She received her medical degree from SUNY Downstate Medical

Center, completed her internship and residency in internal medicine at Boston University, and completed her fellowship in infectious diseases at Mount Sinai Medical Center. She also earned her Master's degree in Clinical and Translational Science from The Rockefeller University. Dr. Pastagia is a member of the Infectious Diseases Society of America (IDSA), American Society for Microbiology (ASM), the Association for Clinical and Translational Science (ACTS), and the Network on Antimicrobial Resistance in *S. aureus* (NARSA).

**Julianne Averill** has served as our Chief Financial Officer since May 2023. She has also served as a senior director of Danforth Advisors, LLC (“*Danforth*”) since August 2021. Prior to Danforth, Ms. Averill held several CFO and other operational executive roles of increasing responsibility at leading public and private companies operating at the intersection of technology and science, including serving as CFO for Alveo Technologies from July 2020 to August 2021; VP Finance & Executive Committee Member for BlackThorn Therapeutics from January 2019 to July 2020; Associate VP, Finance & Accounting, for Manifest MedEx from May 2015 to January 2019, and Director of Financial Reporting for Starwood Waypoint Residential Trust from July 2014 to May 2015. Ms. Averill spent her early career at Deloitte as an audit manager in its life sciences and retail practice.

Ms. Averill is licensed as an active Certified Public Accountant in the State of California and is a Society of Human Resource Management Certified Professional. She holds a BS in Business Administration and an MS in Accountancy, both from California State University, Fresno, and has received a certificate in Business and Data Analytics from Harvard University.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of the record date regarding beneficial ownership of our capital stock by:

- each person, or group of affiliated persons, known by us to beneficially own more than 5% of our common stock;
- each of our directors;
- each of our named executive officers; and
- all of our current executive officers and directors as a group.

The percentage ownership information in the table below is based on 36,127,306 shares of common stock outstanding as of July 10, 2023.

Information with respect to beneficial ownership provided in the table below is based upon information supplied by officers, directors and principal shareholders and Schedules 13D and 13G and Form 4 filed with the SEC. We have determined beneficial ownership in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities. In addition, the rules include shares of common stock issuable pursuant to the exercise of stock options or warrants that are either immediately exercisable or exercisable on or before September 8, 2023, which is 60 days after July 10, 2023. These shares are deemed to be outstanding and beneficially owned by the person holding those options or warrants for the purpose of computing the percentage ownership of that person, but they are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the persons or entities identified in this table have sole voting and investment power with respect to all shares shown as beneficially owned by them, subject to applicable community property laws.

Except as otherwise noted below, the address for each person or entity listed in the table is c/o Armata Pharmaceuticals Inc., 5005 McConnell Avenue, Los Angeles, California 90066.

Beneficial Owner	Beneficial Ownership	
	Number of Shares	Percent of Total
<b>Greater than 5% Shareholders</b>		
Innoviva, Inc. . . . .	64,178,259 <sup>(1)</sup>	85.3%
<b>Directors and Named Executive Officers</b>		
Deborah L. Birx . . . . .	—	—
Jules Haimovitz . . . . .	64,224,759 <sup>(2)</sup>	85.3%
Odysseas D. Kostas, M.D. . . . .	64,273,142 <sup>(3)</sup>	85.3%
Robin C. Kramer . . . . .	74,500 <sup>(4)</sup>	*
Joseph M. Patti, Ph.D. . . . .	94,883 <sup>(5)</sup>	*
Todd C. Peterson, Ph.D. . . . .	94,883 <sup>(6)</sup>	*
Sarah J. Schlesinger, M.D. . . . .	64,273,142 <sup>(7)</sup>	85.3%
Brian Varnum, Ph. D. . . . .	559,308 <sup>(8)</sup>	1.5%
Mina Pastagia, M.D. . . . .	75,810 <sup>(9)</sup>	*
Erin Butler . . . . .	39,464 <sup>(10)</sup>	*
<b>All current executive officers and directors as a group (9 persons)</b> . . . . .	64,754,601 <sup>(11)</sup>	85.5%

\* Represents beneficial ownership of less than 1%.

(1) The shares listed were reported on a Schedule 13D/A filed with the SEC on July 11, 2023, with respect to shares of Common Stock held by Innoviva, Inc. and Innoviva Strategic Opportunities, LLC as of July 10, 2023. Innoviva, Inc. holds 8,710,800 shares of Common Stock and warrants to acquire an

additional 8,710,800 shares of Common Stock. Innoviva Strategic Opportunities, LLC holds 16,365,969 shares of Common Stock and warrants to acquire an additional 10,653,847 shares of Common Stock, and 19,736,843 shares of Common Stock are issuable to Innoviva Strategic Opportunities, LLC upon the conversion of a certain convertible loan (excluding any accrued interest). The principal business address of the reporting persons is c/o Innoviva, Inc., 1350 Old Bayshore Highway, Suite 400, Burlingame, CA 94010. Innoviva designated Jules Haimovitz and Odysseas Kostas, M.D., two of the members of the board of directors of Innoviva, to serve on our Board. Additionally, Sarah Schlesinger, M.D., is a member of the board of directors of Innoviva. As such, solely for purposes of Section 16 of the Exchange Act of 1934, as amended, Innoviva, Inc. and Innoviva Strategic Opportunities, LLC may be deemed to be directors by deputization. For purposes of the exemption under Rule 16b-3 promulgated under the Exchange Act, the Board approved the acquisition of any direct or indirect pecuniary interest in any shares of common stock, including any shares of common stock issuable upon the exercise of the aforementioned warrants.

- (2) Consists of (a) 46,500 shares of Common Stock that Mr. Haimovitz has the right to acquire from us within 60 days of July 10, 2023 pursuant to the exercise of stock options, (b) 8,710,800 shares of Common Stock and warrants exercisable for 8,710,800 shares of Common Stock held by Innoviva, Inc., and (c) 16,365,969 shares of Common Stock and warrants exercisable for 10,653,847 shares of Common Stock held by Innoviva Strategic Opportunities, LLC and 19,736,843 shares of Common Stock issuable to Innoviva Strategic Opportunities, LLC upon the conversion of a certain convertible loan (excluding any accrued interest). Innoviva, Inc. and Innoviva Strategic Opportunities, LLC are entities with which Mr. Haimovitz is affiliated due to his position as a director of Innoviva, Inc. Mr. Haimovitz may be deemed to have shared voting and dispositive power over the shares beneficially owned by Innoviva, Inc. and Innoviva Strategic Opportunities, LLC, but disclaims such beneficial ownership except to the extent of their pecuniary interest therein, if any.
- (3) Consists of (a) 94,883 shares of Common Stock that Dr. Kostas has the right to acquire from us within 60 days of July 10, 2023 pursuant to the exercise of stock options, (b) 8,710,800 shares of Common Stock and warrants exercisable for 8,710,800 shares of Common Stock held by Innoviva, Inc., and (c) 16,365,969 shares of Common Stock and warrants exercisable for 10,653,847 shares of Common Stock held by Innoviva Strategic Opportunities, LLC and 19,736,843 shares of Common Stock issuable to Innoviva Strategic Opportunities, LLC upon the conversion of a certain convertible loan (excluding any accrued interest). Innoviva, Inc. and Innoviva Strategic Opportunities, LLC are entities with which Dr. Kostas is affiliated due to his position as a director of Innoviva, Inc. Dr. Kostas may be deemed to have shared voting and dispositive power over the shares beneficially owned by Innoviva, Inc. and Innoviva Strategic Opportunities, LLC, but disclaims such beneficial ownership except to the extent of their pecuniary interest therein, if any.
- (4) Consists of 74,500 shares of Common Stock that Ms. Kramer has the right to acquire from us within 60 days of July 10, 2023, pursuant to the exercise of stock options.
- (5) Consists of 94,883 shares of Common Stock that Dr. Patti has the right to acquire from us within 60 days of July 10, 2023, pursuant to the exercise of stock options.
- (6) Consists of 94,883 shares of Common Stock that Dr. Peterson has the right to acquire from us within 60 days of July 10, 2023, pursuant to the exercise of stock options.
- (7) Consists of (a) 94,883 shares of Common Stock that Dr. Schlesinger has the right to acquire from us within 60 days of July 10, 2023 pursuant to the exercise of stock options, (b) 8,710,800 shares of Common Stock and warrants exercisable for 8,710,800 shares of Common Stock held by Innoviva, Inc., and (c) 16,365,969 shares of Common Stock and warrants exercisable for 10,653,847 shares of Common Stock held by Innoviva Strategic Opportunities, LLC and 19,736,843 shares of Common Stock issuable to Innoviva Strategic Opportunities, LLC upon the conversion of a certain convertible loan (excluding any accrued interest). Innoviva, Inc. and Innoviva Strategic Opportunities, LLC are entities with which Dr. Schlesinger is affiliated due to her position as a director of Innoviva, Inc. Dr. Schlesinger may be deemed to have shared voting and dispositive power over the shares beneficially owned by Innoviva, Inc. and Innoviva Strategic Opportunities, LLC, but disclaims such beneficial ownership except to the extent of their pecuniary interest therein, if any.

- (8) Consists of (a) 21,974 shares of Common Stock, (b) 16,985 restricted shares of Common Stock and (c) 520,349 shares of Common Stock that Dr. Varnum has the right to acquire from us within 60 days of July 10, 2023, pursuant to the exercise of stock options. On July 10, 2023, the Company terminated Mr. Varnum as its Chief Executive Officer (and principal executive officer).
- (9) Consists of (a) 43,310 restricted shares of Common Stock and (b) 32,500 shares of Common Stock that Dr. Pastagia has the right to acquire from us within 60 days of July 10, 2023 pursuant to the exercise of stock options.
- (10) Consists of 39,464 shares of Common Stock that Ms. Butler has the right to acquire from us within 60 days of July 10, 2023, pursuant to the exercise of stock options. On May 1, 2023, the Company terminated Ms. Butler as its Vice President, Finance and Administration (and principal financial officer and principal accounting officer).
- (11) Represents beneficial ownership of our common stock held by our current directors and current executive officers as a group as of July 10, 2023, including any options and warrants exercisable within 60 days of July 10, 2023. Dr. Pastagia is the only current executive officer who beneficially owns shares of Common Stock.

### **Equity Compensation Plan Information**

In March 2009, our board of directors and shareholders adopted our 2009 Stock Incentive Plan (the “2009 Plan”). There are no shares of common stock remaining for future awards under the 2009 Plan.

In October 2012, our board of directors approved and adopted our 2012 Stock Incentive Plan (the “2012 Plan”). There are no shares of common stock remaining for future awards under the 2012 Plan.

In December 2013, our board of directors adopted the 2013 Stock Incentive Plan (the “2013 Plan”). Our shareholders approved the 2013 Plan in February 2014 and an amendment to the plan in August 2015. The 2013 Plan replaced the 2012 Plan. There are no shares of common stock remaining for future awards under the 2013 Plan.

In April 2016, our board of directors adopted our 2016 Equity Incentive Plan (the “2016 Plan”). In connection with the Merger, the name of the 2016 Plan was changed to the Armata Pharmaceuticals, Inc. 2016 Equity Incentive Plan. In connection with the Merger, the Company assumed the C3J Jian, Inc. Amended 2006 Stock Option Plan (the “Assumed 2006 Plan”) and the C3J Therapeutics, Inc. 2016 Stock Plan (the “Assumed 2016 Plan”). These plans provided for stock option and restricted stock awards (“RSAs”) to C3J employees in years prior to the Merger with AmpliPhi. Pursuant to the Merger Agreement, all of the outstanding C3J stock options and restricted stock awards granted under the Assumed 2006 Plan and the Assumed 2016 Plan were converted into and became stock options and restricted stock awards in the Company.

In June 2019, the Company added 987,354 shares of common stock to the shares authorized for issuance under the 2016 Plan pursuant to an amendment to such plan approved by the Company’s shareholders at a special meeting held on May 8, 2019. In addition, 115,336 shares of common stock were automatically added to the shares authorized for issuance under the 2016 Plan on January 1, 2019 pursuant to an “evergreen” provision contained in the 2016 Plan.



The following table provides information as of December 31, 2022 with respect to our equity compensation plans:

Plan Category	Number of securities to be issued upon Exercise of outstanding options, Warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders . . . . .	3,352,803	\$5.32	570,570
Equity compensation plans not approved by security holders . . . . .	—	—	—
Total . . . . .	3,352,803	\$5.32	570,570

## EXECUTIVE COMPENSATION

Set forth below is certain information regarding the historical compensation of our named executive officers during the year ended December 31, 2022 and 2021.

### Executive Compensation

The named executive officers for the year ended December 31, 2022 were:

- Brian Varnum, Ph.D., Chief Executive Officer
- Mina Pastagia, M.D., Senior Vice President, Clinical Development
- Erin Butler, Vice President, Finance and Administration

### Summary Compensation Table

The following table provides information regarding the compensation paid during the last two fiscal years to the named executive officers.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Option Awards (\$) <sup>(1)</sup>	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Brian Varnum, Ph. D. . . . .	2022	525,000	210,000	904,908	—	—	1,639,908
<i>Chief Executive Officer</i>	2021	463,688	231,844	780,403	—	—	1,475,935
Mina Pastagia, M.D. . . . .	2022	420,000	117,600	301,636	—	—	839,236
<i>Senior Vice President, Clinical Development<sup>(2)</sup></i>	2021	—	—	—	—	—	—
Erin Butler . . . . .	2022	275,000	66,000	188,522	—	—	529,522
<i>Vice President, Finance &amp; Administration<sup>(3)</sup></i>	2021	—	—	—	—	—	—
Steve Martin . . . . .	2022	389,340	—	—	—	—	389,340
<i>Former Chief Financial Officer<sup>(4)</sup></i>	2021	370,800	148,320	135,685	—	—	654,805

- (1) In accordance with SEC rules, this column represents the aggregate grant date fair value of the option awards granted during 2022 and 2021 computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 for stock-based compensation transactions. Assumptions used in the calculation of these amounts are included in Note 13 to the consolidated financial statements included in this Annual Report. These amounts do not reflect the actual economic value that will be realized by the named executive officer upon the vesting of the stock options, the exercise of the stock options, or the sale of the common stock underlying such stock options.
- (2) Dr. Pastagia was appointed Chief Medical Officer in January 2023. Prior to that, she served as Senior Vice President of Clinical Development since October 2020. See the section “Agreements with our Named Executive Officers” for the terms of her compensation.
- (3) Ms. Butler was appointed to serve as Vice President, Finance and Administration on April 1, 2022 and Principal Financial and Accounting Officer effective July 1, 2022. Prior to her appointments, Ms. Butler served as the Company’s Senior Director, Corporate Controller since 2017. See the action Agreements with our Named Executive Officers for the terms of her compensation.
- (4) Mr. Martin retired from his role as Chief Financial Officer on June 30, 2022. See the section Agreements with our Named Executive Officers for terms of his advisory compensation subsequent to June 30, 2022.

## **Base Salary**

The base salaries of the named executive officers in 2022, as applicable, were generally determined and approved by the Board of Directors, based on the recommendation of the Compensation Committee.

- Dr. Varnum’s annual base salary for 2022 was \$525,000.
- Dr. Pastagia’s annual base salary for 2022 was \$420,000.
- Ms. Butler’s annual base salary was \$230,000 for the period January 1, 2022 through March 31, 2022. Effective April 1, 2022 with the promotion to Vice President, Finance and Administration, Ms. Butler’s annual base salary was adjusted to \$290,000.

## **Annual Bonus**

In addition to base salaries, the named executive officers are eligible to receive annual performance-based cash bonuses, which are designed to provide appropriate incentives to our executives to achieve defined annual corporate goals and to reward our executives for individual achievement towards these goals. The performance-based bonus generally is based on the extent to which we achieved the specified corporate goals that our board of directors or Compensation Committee established. After the end of the year, the board of directors and/or Compensation Committee review our performance against the established corporate goals and approve the extent to which we achieved such goals.

Under the terms of his amended offer letter agreement described below, Dr. Varnum was eligible to receive an annual performance-based bonus for 2022 equal to, at target, 50% of his earned salary based on our achievement of certain performance goals. Dr. Pastagia was eligible to receive an annual performance-based bonus for 2022 equal to, at target, 35% of her annual salary based on our achievement of certain performance goals. Ms. Butler was eligible to receive an annual performance-based bonus for 2022 equal to, at target, 30% of her annual salary based on our achievement of certain performance goals.

The annual performance-based bonus opportunities are based entirely on the extent to which we achieved corporate goals relating to capital raising, partner and grant funding and progress with clinical development and manufacturing for the fiscal years ending December 31, 2022. The corporate goals were established so that target attainment is not assured. Instead, our executives are required to demonstrate significant effort, dedication, and achievement to attain payment for performance at target or above.

In December 2022, the Compensation Committee reviewed performance results against the corporate goals and made a recommendation, that the board approved to authorize payout for the 2022 performance-based bonuses at the 80% achievement level. As a result, the named executive officers received the following performance-based bonuses for 2022: Dr. Varnum — \$210,000; Dr. Pastagia — \$117,600, and Ms. Butler — \$66,000. Mr. Martin retired from his position as Chief Financial Officer on June 30, 2022 and was not eligible to receive a 2022 performance-based bonus. These amounts are listed in the “Bonus” column of the Summary Compensation Table.

## **Equity-Based Awards**

Our equity-based incentive awards were designed to align our interests with those of our employees and consultants, including the named executive officers. Our board of directors or our Compensation Committee approve equity grants. Vesting of equity awards was generally tied to continuous service and serves as an additional retention measure. Our executives may have been awarded an initial new hire grant upon commencement of service and have received additional grants, as the board of directors or Compensation Committee determined appropriate, in order to incentivize and/or reward such executives.

We traditionally granted stock options to the named executive officers under our equity incentive plans.

Please see “Outstanding Equity Awards at Fiscal Year End” below.

## **Agreements with our Named Executive Officers**

Below are descriptions of our employment agreements with the named executive officers governing the terms of their service with us. For a discussion of the severance pay and other benefits that may be provided

in connection with a termination of service and/or a change in control under the arrangements with the named executive officers, please see “Payments and Benefits upon Termination or Change in Control” below.

On August 1, 2021, the Company and Dr. Varnum entered into an amended employment agreement. Dr. Varnum’s employment under the agreement is at will and is terminable by us or Dr. Varnum at any time. Under the terms of the agreement, Dr. Varnum currently receives an annual base salary of \$525,000 which may be further adjusted from time to time by the board of directors, and an annual target performance bonus of 50% of his annual salary based on our achievement of certain performance objectives. Dr. Varnum is also entitled to certain severance benefits as described below under the section entitled “Payments and Benefits upon Termination or Change in Control.”

On October 15, 2020, the Company and Dr. Pastagia entered into an employment agreement. Dr. Pastagia’s employment under the agreement is at will and is terminable by us or Dr. Pastagia at any time. Under the terms of the agreement, Dr. Pastagia currently receives an annual base salary of \$420,000 which may be further adjusted from time to time by the board of directors, and an annual target performance bonus of 35% of her annual salary based on our achievement of certain performance objectives. Dr. Pastagia is also entitled to certain severance benefits as described below under the section entitled “Payments and Benefits upon Termination or Change in Control.”

On March 28, 2022, the Company and Ms. Butler entered into an amended employment agreement. Ms. Butler’s employment under the agreement is at will and is terminable by us or Ms. Butler at any time. Under the terms of the agreement, Ms. Butler currently receives an annual base salary of \$290,000 which may be further adjusted from time to time by the board of directors, and an annual target performance bonus of 30% of her annual salary based on our achievement of certain performance objectives. Ms. Butler is also entitled to certain severance benefits as described below under the section entitled “Payments and Benefits upon Termination or Change in Control.”

On March 25, 2022, Steve R. Martin notified the Company that he intended to retire as Senior Vice President and Chief Financial Officer of the Company effective as of June 30, 2022 and the Company and Mr. Martin entered into an advisory letter agreement, which amends his employment agreement and sets forth the terms and conditions of his continuing relationship with the Company. Under the terms of the advisory letter agreement, Mr. Martin received an annual base salary of \$389,340 and remained eligible for all fringe benefit plans available to other employees through December 31, 2022. Mr. Martin was not eligible to receive grants of equity awards or to participate in the annual bonus program for the 2022 fiscal year. Under the terms of the advisory letter agreement, Mr. Martin’s equity awards will continue to vest through December 31, 2022. Subject to completion of the advisory services through December 31, 2022, Mr. Martin then received full vesting in one half of the then unvested Company stock options and all vested equity securities shall be exercisable in full for their full remaining term. The advisory letter agreement replaces and supersedes the offer letter agreement between Mr. Martin and the Company dated as of January 18, 2016, as amended as of April 1, 2017.

### **Payments and Benefits upon Termination or Change in Control**

*Dr. Varnum.* Under the terms of his amended offer letter agreement, if Dr. Varnum is terminated without cause or resigns for good reason (in each case as defined in the agreement), then he will be entitled to severance payments equal to six months of continued base salary, and additionally, if such termination or resignation occurred in connection with a change in control, full acceleration of his time-based equity awards, provided that in either case, he executes an effective release of claims.

*Dr. Pastagia.* Under the terms her amended offer letter agreement, if Dr. Pastagia is terminated without cause or resigns for good reason (in each case as defined in the agreement), then she will be entitled to severance payments equal to six months of continued base salary, and additionally, if such termination or resignation occurred in connection with a change in control, full acceleration of her time-based equity awards, provided that in either case, she executes an effective release of claims.

*Ms. Butler.* Under the terms her amended offer letter agreement, if Ms. Butler is terminated without cause or resigns for good reason (in each case as defined in the agreement), then she will be entitled to severance payments equal to six months of continued base salary, and additionally, if such termination or

resignation occurred in connection with a change in control, full acceleration of her time-based equity awards, provided that in either case, she executes an effective release of claims.

All of the named executive officers held stock options under our equity incentive plans that were granted subject to the general terms of our equity incentive plans and form of stock option agreements. The specific vesting terms of each of the named executive officer's stock options are described below under "Outstanding Equity Awards at Fiscal Year End."

If within 1 month prior to, or within 12 months after, a change in control, the named executive officer is terminated due to an involuntary termination (not including death or disability) without cause or due to a voluntary termination with good reason, then any unvested stock options held by that officer will vest in full.

### Outstanding Equity Awards at Fiscal Year End

The following table sets forth certain information regarding all outstanding equity awards held by the named executive officers as of December 31, 2022.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date
Dr. Varnum . . . . .	15,193 <sup>(1)</sup>	—	38.12	4/21/2024
	4,932 <sup>(1)</sup>	—	38.12	12/8/2024
	224,043 <sup>(2)</sup>	74,681 <sup>(2)</sup>	3.15	5/21/2029
	23,000 <sup>(3)</sup>	—	3.15	12/7/2030
	28,000 <sup>(2)</sup>	84,000 <sup>(2)</sup>	5.14	3/25/2031
	31,250 <sup>(2)</sup>	93,750 <sup>(2)</sup>	3.82	8/2/2031
	—	240,000 <sup>(2)</sup>	5.11	4/12/2032
	<u>326,418</u>	<u>492,431</u>		
Ms. Pastagia . . . . .	6,250 <sup>(2)</sup>	18,750 <sup>(2)</sup>	5.14	3/25/2031
	0	80,000 <sup>(2)</sup>	5.11	4/12/2032
	<u>6,250</u>	<u>98,750</u>		
Ms. Butler . . . . .	714 <sup>(1)</sup>	0	14.28	9/15/2027
	11,250 <sup>(2)</sup>	3,750 <sup>(2)</sup>	3.15	5/21/2029
	7,500 <sup>(2)</sup>	22,500 <sup>(2)</sup>	5.14	3/25/2031
	0	50,000 <sup>(2)</sup>	5.11	4/12/2032
	<u>19,464</u>	<u>76,250</u>		
Mr. Martin . . . . .	713 <sup>(1)</sup>	0	399.00	1/17/2026
	9,928 <sup>(1)</sup>	0	12.74	9/6/2027
	130,692 <sup>(2)</sup>	0	3.15	5/21/2029
	23,000 <sup>(3)</sup>	0	3.15	12/7/2030
	35,000 <sup>(2)</sup>	0	5.14	3/25/2031
	<u>199,333</u>	<u>0</u>		

(1) Twenty-five percent of the shares vest one year after grant date, with the balance vesting in equal monthly installments thereafter over the next four years, subject to continued service and the potential vesting acceleration described in the option agreement.

- (2) Twenty-five percent of the shares vest on each anniversary of the grant date, subject to continued service and the potential vesting acceleration described in the option agreement.
- (3) Fifty percent of the shares vest on each anniversary of the grant date, subject to continued service and the potential vesting acceleration described in the option agreement.

## Equity Incentive Plans

### 2016 Equity Incentive Plan

The 2016 Plan was approved by our board of directors in April 2016 and subsequently approved by the shareholders in June 2016, and was most recently amended and restated effective as of May 8, 2019. We continue to grant awards under the 2016 Plan. The plan provides for the issuance of incentive awards in the form of non-qualified and incentive stock options, stock appreciation rights, restricted stock awards, restricted stock unit awards and performance-based stock awards. The awards may be granted by our board of directors to employees, including officers, non-employee directors and consultants who provide services to us or to a subsidiary of ours.

### Employee Stock Purchase Plan

Additional long-term equity incentives are provided through the employee stock purchase plan (“*ESPP*”), which became effective in connection with our 2016 Annual Meeting of Shareholders in May 2016 and which we continue to use pursuant to the terms described herein. The ESPP is intended to qualify as an “employee stock purchase plan” within the meaning of Section 423 of the Internal Revenue Code. Our board of directors has delegated its authority to administer the ESPP to our Compensation Committee. Under the ESPP, all of our regular employees (including the named executive officers) may participate and may contribute, normally through payroll deductions, up to 15% of their earnings for the purchase of our common stock. The ESPP is implemented through a series of offerings of purchase rights to eligible employees. Under the ESPP, we may specify offerings with a duration of not more than 27 months and may specify shorter purchase periods within each offering. Each offering will have one or more purchase dates on which our common stock will be purchased for employees participating in the offering. Unless otherwise determined by our Compensation Committee, shares are purchased for accounts of employees participating in the ESPP at a price per share equal to the lower of (a) 85% of the fair market value of our common stock on the first date of an offering or (b) 85% of the fair market value of our common stock on the date of purchase.

## Pay versus Performance

The information provided below is mandated by the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(v) of Regulation S-K, which requires that we, among other things, report the amount of “compensation actually paid” to our named executive officers. These amounts are calculated in accordance with applicable SEC rules, and do not reflect the actual amount of compensation earned by or paid to our named executive officers during each applicable year.

*Pay versus Performance Table*

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Year <sup>(1)</sup>	Summary Compensation Table Total for Principal Executive Officer (“PEO”) 1 <sup>(2)</sup> (\$)	Compensation Actually Paid to PEO 1 <sup>(3)</sup> (\$)	Summary Compensation Table Total for PEO 2 <sup>(2)</sup> (\$)	Compensation Actually Paid to PEO 2 <sup>(3)</sup> (\$)	Average Summary Compensation Table Total for Non-PEO Named Executive Officers (“NEOs”) <sup>(4)</sup> (\$)	Average Compensation Actually Paid to Non-PEO NEOs <sup>(5)</sup> (\$)	Value of Initial Fixed \$100 Investment Based on Total Shareholder Return (“TSR”) <sup>(6)</sup> (\$)	Net Income <sup>(7)</sup> (Thousands) (\$)
2022 . . . .	1,639,908	(347,905)	—	—	586,033	278,524	41	(36,917)
2021 . . . .	1,475,935	2,600,918	1,379,569	2,027,620	654,805	1,115,536	181	(23,155)

- 
- (1) We are a smaller reporting company pursuant to Rule 405 of the Securities Act of 1933, and as such, we are only required to include information for the past two fiscal years in this table.
  - (2) The dollar amounts reported in column (b) and (d) are the amounts of total compensation reported for Dr. Varnum (our current Chief Executive Officer since August 1, 2021) (“PEO 1”) and Mr. Patrick (our former Chief Executive Officer who retired from that position on August 1, 2021) (“PEO 2”), respectively, for each corresponding year in the “Total” column of the Summary Compensation Table. Refer to “Executive Compensation — Summary Compensation Table” above.
  - (3) The dollar amounts reported in columns (c) and (e) represent the amount of “compensation actually paid” to Dr. Varnum and Mr. Patrick, respectively, as computed in accordance with Item 402(v) of Regulation S-K. The dollar amounts do not reflect the actual amount of compensation earned by or paid to Dr. Varnum and Mr. Patrick during the applicable year. In accordance with the requirements of Item 402(v) of Regulation S-K, the adjustments made to Dr. Varnum’s and Mr. Patrick’s total compensation for each year to determine the compensation actually paid are shown in the “Adjustments to Compensation Actually Paid” table below.
  - (4) The dollar amounts reported in column (f) represent the average of the amounts reported for our Company’s named executive officers (“NEOs”) as a group (excluding, in the case of 2022, Dr. Varnum, and, in the case of 2021, Dr. Varnum and Mr. Patrick) in the “Total” column of the Summary Compensation Table in each applicable year. The names of each of the NEOs (excluding, in the case of 2022, Dr. Varnum, and, in the case of 2021, Dr. Varnum and Mr. Patrick) included for purposes of calculating the average amounts in each applicable year are as follows: (i) for 2022, Mina Pastagia and Erin Butler; and (ii) for 2021, Steve Martin.
  - (5) The dollar amounts reported in column (g) represent the average amount of “compensation actually paid” to the named executive officers as a group (excluding, in the case of 2022, Dr. Varnum, and, in the case of 2021, Dr. Varnum and Mr. Patrick), as computed in accordance with Item 402(v) of Regulation S-K. The dollar amounts do not reflect the actual average amount of compensation earned by or paid to the named executive officers as a group (excluding, in the case of 2022, Dr. Varnum, and, in the case of 2021, Dr. Varnum and Mr. Patrick) during the applicable year. In accordance with the requirements of Item 402(v) of Regulation S-K, the adjustments made to the average total compensation for the named executive officers as a group excluding, in the case of 2022, Dr. Varnum, and, in the case of 2021, Dr. Varnum and Mr. Patrick) for each year to determine the average compensation actually paid are shown in the “Adjustments to Compensation Actually Paid” table below.
  - (6) Cumulative total shareholder return (“TSR”) is calculated by dividing the sum of the cumulative amount of dividends for the measurement period, assuming dividend reinvestment, and the difference between our Company’s share price at the end and the beginning of the measurement period (December 31, 2020) by our Company’s share price at the beginning of the measurement period. No dividends were paid on stock or option awards in 2021 or 2022.
  - (7) The dollar amounts reported represent the amount of net income (loss) reflected in our audited financial statements for the applicable covered year.

#### **Adjustments to Compensation Actually Paid**

As noted above in footnotes 3 and 5 to the Pay versus Performance Table, in accordance with the requirements of Item 402(v) of Regulation S-K, the following adjustments were made to (i) Dr. Varnum and Mr. Patrick’s total compensation for each year, as applicable, to determine the compensation actually paid to each of them, and (ii) to the average total compensation for the named executive officers as a group (excluding, in the case of 2022, Dr. Varnum, and, in the case of 2021, Dr. Varnum and Mr. Patrick) for each year to determine the average compensation actually paid to them. The methodology used to determine compensation actually paid is further described in footnotes (a), (b) and (c) below.

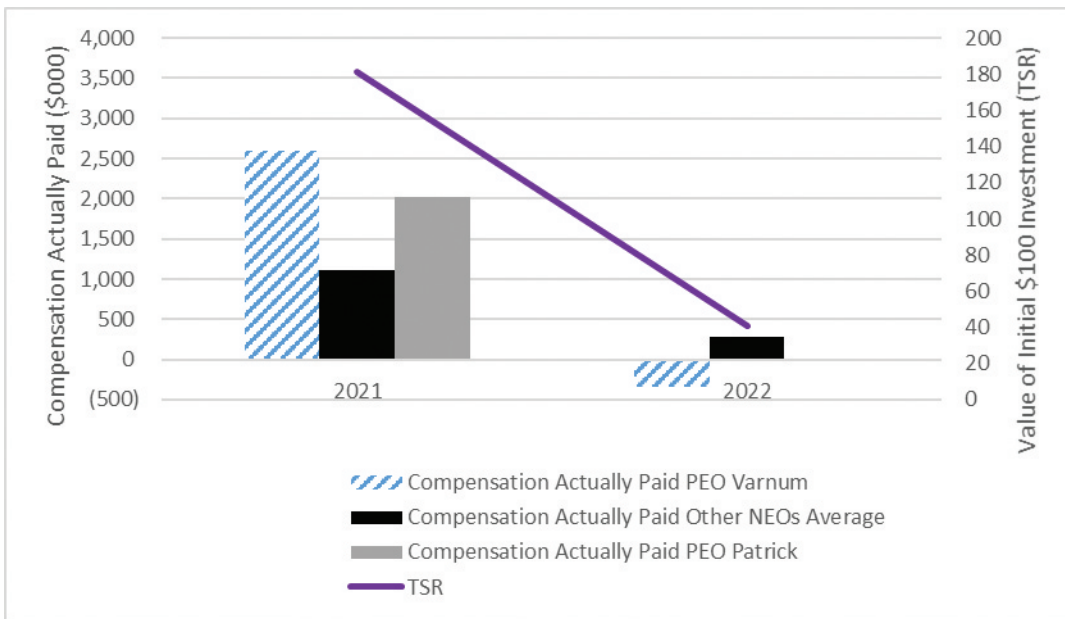
Adjustments:	FY 2022		FY 2021		
	PEO Varnum	Other NEOs Average <sup>(c)</sup>	PEO Varnum	PEO Patrick	Other NEOs Average <sup>(c)</sup>
<b>Total from Summary Compensation Table . . .</b>	<b>\$ 1,639,908</b>	<b>\$ 586,033</b>	<b>\$1,475,935</b>	<b>\$1,379,569</b>	<b>\$ 654,805</b>
<i>Adjustments for stock and options awards . . .</i>					
Deduct: SCT Amounts <sup>(a)</sup> . . . . .	(904,908)	(163,386)	(780,403)	(529,819)	(135,685)
Add: Fair value of equity granted during fiscal year, outstanding and unvested as of end of fiscal year <sup>(b)</sup> . . . . .	297,600	53,733	1,298,760	613,760	306,880
Add (Deduct): Change in fair value of equity granted in prior year that is outstanding and unvested at the end of fiscal year <sup>(b)</sup> . .	(1,194,828)	(156,767)	480,235	328,718	215,453
Add (Deduct): Change in fair value for awards granted in prior fiscal years that vested in fiscal year <sup>(b)</sup> . . . . .	(185,677)	(41,089)	126,391	235,392	74,083
Total adjustments for stock and option awards . . . . .	(1,987,813)	(307,508)	1,124,983	648,051	460,731
<b>Compensation Actually Paid (as calculated) . .</b>	<b>\$ (347,905)</b>	<b>\$ 278,524</b>	<b>\$2,600,918</b>	<b>\$2,027,620</b>	<b>\$1,115,536</b>

- (a) The grant date fair value of equity awards represents the sum of the totals of the amounts reported in the “Stock Awards” and/or “Option Awards” columns, as applicable, in the Summary Compensation Table for the applicable year.
- (b) The equity award adjustments for each applicable year include the addition (or subtraction, as applicable) of the following, to the extent applicable: (i) the year-end fair value of any equity awards granted in the applicable year that are outstanding and unvested as of the end of the year; (ii) the amount of change as of the end of the applicable year (from the end of the prior fiscal year) in fair value of any awards granted in prior years that are outstanding and unvested as of the end of the applicable year; (iii) for awards that are granted and vest in same applicable year, the fair value as of the vesting date; (iv) for awards granted in prior years that vest in the applicable year, the amount equal to the change as of the vesting date (from the end of the prior fiscal year) in fair value; (v) for awards granted in prior years that are determined to fail to meet the applicable vesting conditions during the applicable year, a deduction for the amount equal to the fair value at the end of the prior fiscal year; and (vi) the dollar value of any dividends or other earnings paid on stock or option awards in the applicable year prior to the vesting date that are not otherwise reflected in the fair value of such award or included in any other component of total compensation for the applicable year.
- (c) For the named executive officers as a group in each applicable year (excluding, in the case of 2022, Dr. Varnum, and, in the case of 2021, Dr. Varnum and Mr. Patrick), all amounts shown represent averages.

### Description of Relationship between Compensation Actually Paid and Cumulative TSR

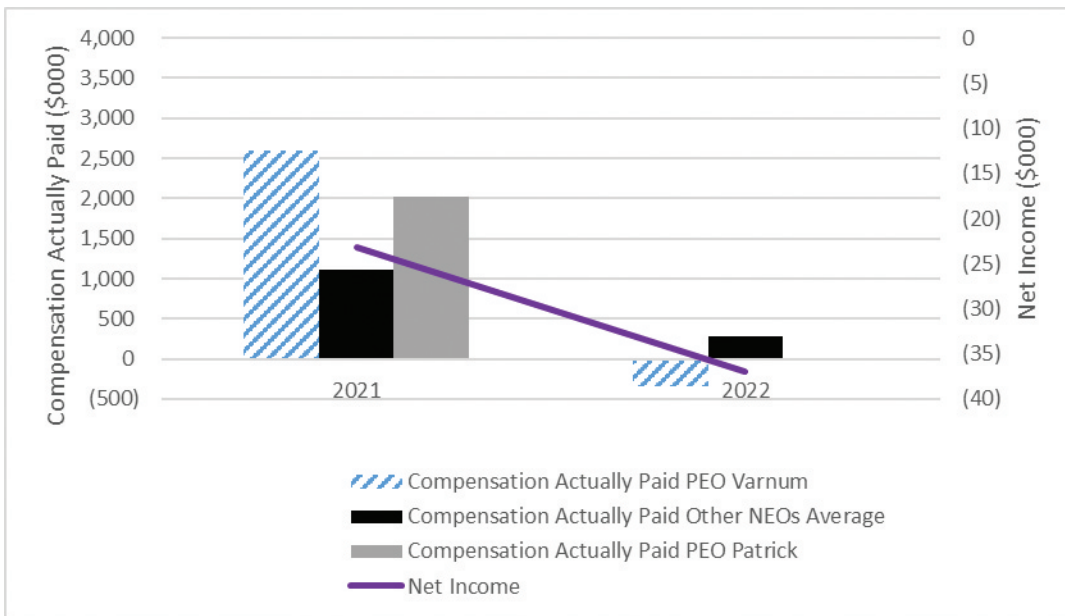
The following graph sets forth the relationship between “compensation actually paid” to each of our PEOs, the average of “compensation actually paid” to our other named executive officers, and our cumulative TSR during the applicable year over the two fiscal-year period from 2021 through 2022. The decrease in compensation actually paid is primarily attributable to changes in the fair values of unvested and vested stock options granted in 2021 and prior years.





**Description of Relationship Between Compensation Actually Paid and Net Income (Loss)**

The following graph sets forth the relationship between “compensation actually paid” to each of our PEOs, the average of “compensation actually paid” to our other named executive officers, and our net income (loss) during the applicable year over the two fiscal-year period from 2021 through 2022. The decrease in compensation actually paid is primarily attributable to changes in the fair values of unvested and vested stock options granted in 2021 and prior years.



## Non-Employee Director Compensation

The following table and related footnotes show the compensation paid during the year ended December 31, 2022 to our non-employee directors.

Name	Fees Earned or Paid in Cash (\$)	Option Awards (\$) <sup>(1)</sup>	All Other Compensation (\$)	Total (\$)
Jules Haimovitz	78,000	121,111	—	199,111
Odysseas Kostas	44,000	121,111	—	165,111
Robin C. Kramer	57,000	121,111	—	178,111
Todd Patrick <sup>(2)</sup>	38,300	121,111	—	159,411
Joseph Patti	56,000	121,111	—	177,111
Todd Peterson	48,000	121,111	—	169,111
Sarah J. Schlesinger	46,000	121,111	—	167,111

- (1) In accordance with SEC rules, this column represents the aggregate grant date fair value of the option awards granted during 2022 computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 for stock-based compensation transactions. Assumptions used in the calculation of these amounts are included in Note 13 to the consolidated financial statements included in this Annual Report. The aggregate number of option awards outstanding (including exercisable and unexercisable stock options) as of December 31, 2022, for each non-employee director was as follows:

Board of Directors:	Stock Options Outstanding	Stock Options Exercisable
Jules Haimovitz	63,000	15,000
Odysseas Kostas	111,383	64,383
Robin C. Kramer	91,000	44,000
Todd Patrick	486,530	331,099
Joseph Patti	111,383	64,383
Todd Peterson	111,383	64,383
Sarah J. Schlesinger	111,383	64,383

- (2) Mr. Todd Patrick retired from the Board of Directors effective November 15, 2022.

In September 2015, the board of directors approved a revised compensation structure for non-employee directors and the board of directors elected to retain the current cash compensation schedule in May 2019. In 2022, the chairman of our board of directors received an annual cash retainer of \$70,000 and each other non-employee director received an annual cash retainer of \$40,000. For the Audit Committee, the committee chair received an additional annual cash retainer of \$17,000 and each member received an additional annual cash retainer of \$8,000. For the Compensation Committee, the committee chair received an additional annual cash retainer of \$12,000 and each member received an additional annual cash retainer of \$6,000. For the Nominating and Corporate Governance Committee, the committee chair received an additional annual cash retainer of \$8,000 and each member received an additional annual cash retainer of \$4,000. For the Special Committee (formerly known as the Qualified Director Committee), the committee chair received an additional annual cash retainer of \$10,000 and each member received an additional annual cash retainer of \$5,000.

## Limitation of Liability and Indemnification

Sections 23B.08.510 and 23B.08.570 of the Washington Business Corporation Act authorize Washington corporations to indemnify directors and officers under certain circumstances against expenses (including legal expenses) and liabilities incurred in legal proceedings in which they are involved by reason of being a

director or officer, as applicable. Section 23B.08.560 of the Washington Business Corporation Act authorizes a corporation, if authorized by its articles of incorporation or by a provision in the corporation's bylaws approved by its shareholders, to indemnify or agree to indemnify a director made a party to a proceeding, or obligate itself to advance or reimburse expenses incurred in a proceeding, without regard to the limitations imposed by Sections 23B.08.510 through 23B.08.550; provided that no such indemnity shall indemnify any director from or on account of (a) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law, (b) conduct of the director finally adjudged to be in violation of Section 23B.08.310 of the Washington Business Corporation Act (which relates to unlawful distributions) or (c) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property or services to which the director was not legally entitled.

Article 11 of our articles of incorporation provides that, to the fullest extent that the Washington Business Corporation Act permits the limitation or elimination of the liability of a director, a director shall not be liable to us or our shareholders for monetary damages for conduct as a director. Section 10 of our bylaws requires us to indemnify every present or former director or officer against expenses, liabilities and losses incurred in connection with serving as a director or officer, as applicable, and to advance expenses of such director or officer incurred in defending any proceeding covered by the indemnity; provided, however, that any indemnity is in accordance with Washington law and does not include indemnification of intentional misconduct, knowing violation of law, or other violations of Washington law, including receipt of benefits in which a director or officer is not entitled.

We maintain a policy of directors' and officers' liability insurance that insures the directors and officers against the cost of defense, settlement or payment of a judgment under certain circumstances. We have also entered into indemnification agreements with our executive officers and directors that provide for the indemnification of directors and executive officers to the fullest extent permitted by the Washington Business Corporation Act against expenses reasonably incurred by such persons in any threatened, pending or completed action, suit, investigation or proceeding in connection with their service as (i) a director or officer of us or (ii) a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, at our request. In addition, we are obligated to advance expenses pursuant to the indemnification agreements under certain circumstances, and the agreements also provide for procedural protections, including a determination by a reviewing party as to whether the indemnitee is permitted to be indemnified under applicable law.

The limitation of liability and indemnification provisions in our articles of incorporation and bylaws may discourage shareholders from bringing a lawsuit against directors for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against directors and officers, even though an action, if successful, might benefit us and our shareholders. A shareholder's investment may be harmed to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

We believe that these provisions in our articles of incorporation and bylaws and our indemnification agreements are necessary to attract and retain qualified persons as directors and officers.

At present, there is no pending litigation or proceeding involving any of our directors or executive officers as to which indemnification is required or permitted, and we are not aware of any threatened litigation or proceeding that may result in a claim for indemnification.

## TRANSACTIONS WITH RELATED PERSONS

We have adopted a written related-person transactions policy that sets forth our policies and procedures regarding the identification, review, consideration and oversight of “related-person transactions.” For purposes of our policy only, a “related-person transaction” is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which we and any “related person” are participants involving an amount that exceeds \$120,000 (or such lower threshold as may be applicable to us from time to time pursuant to the rules and regulations of the SEC or the NYSE American exchange).

Transactions involving compensation for services provided to us by an employee, consultant or director are not considered related-person transactions under this policy. A related person is any person who is, or at any time since the beginning of our last fiscal year, was, an executive officer, director or director nominee, any holder of more than 5% of our common stock, any of the foregoing’s immediate family members and any entity owned or controlled by any such persons.

Under the policy, where a transaction has been identified as a related-person transaction, management must present information regarding the proposed related-person transaction to our Audit Committee (or, where review by our Audit Committee would be inappropriate, to another independent body of our Board of Directors) for approval. The presentation must include a description of, among other things, the material facts, the direct and indirect interests of the related persons, the benefits of the transaction to us and whether any alternative sources for comparable services or products are available. To identify related-person transactions in advance, we rely on information supplied by our executive officers, directors, director nominees and certain significant shareholders. In considering related-person transactions, our Audit Committee or other independent body of our Board of Directors takes into account the relevant available facts and circumstances including, but not limited to:

- the risks, costs and benefits to us;
- the impact on a director’s independence in the event the related person is a director, immediate family member of a director or an entity with which a director is affiliated;
- the terms of the transaction;
- the terms available to or from, as the case may be, unrelated third parties.

In the event a director has an interest in the proposed transaction, the director must recuse himself or herself from the deliberation and approval.

### **Certain Related-Person Transactions**

Described below are any transactions occurring since January 1, 2022, and any currently proposed transactions, to which C3J or Armata was a party and in which:

- The amounts involved exceeded or will exceed the lesser of (i) \$120,000 and (ii) 1% of the average of the respective company’s total assets at year-end for the last two completed fiscal years; and
- A director, director nominee, executive officer, holder of more than 5% of the outstanding capital stock of the respective company, or any member of such person’s immediate family had or will have a direct or indirect material interest.

### ***Financing Transactions***

#### *February 2022 Private Placement*

On February 9, 2022, the Company entered into a securities purchase agreement (the “*February 2022 SPA*”) to sell its common stock and warrants to Innoviva Strategic Opportunities LLC (“*Innoviva SO*”), a wholly owned subsidiary of Innoviva, Inc. (Nasdaq: INVA) (collectively, “*Innoviva*”), a principal shareholder of the Company (the “*February 2022 Private Placement*”).

Pursuant and subject to the terms and conditions of the February 2022 SPA and related agreements, Innoviva SO agreed to purchase 9,000,000 newly issued shares of the Company’s common stock, at a price

of \$5.00 per share, and warrants to purchase up to 4,500,000 additional shares of common stock, with an exercise price of \$5.00 per share. The stock purchases occurred in two tranches. On February 9, 2022, Innoviva SO purchased 3,614,792 shares of common stock and warrants to purchase 1,807,396 shares of common stock for an aggregate purchase price of approximately \$18.1 million. On March 31, 2022, upon the Company's shareholders voting in favor of the transaction, Innoviva SO purchased 5,385,208 shares of common stock and warrants to purchase 2,692,604 shares of common stock for an aggregate purchase price of \$26.9 million.

Registration Rights Agreement and Investor Rights Agreement: As part of the first closing of the February 2022 Private Placement, the Company entered into an amended and restated investor rights agreement (the "*February 2022 A&R IRA*"), which amended and restated in its entirety that certain Investor Rights Agreement, dated February 12, 2020, as amended and restated as of January 26, 2021, by and among Innoviva and the Company. Pursuant to the February 2022 A&R IRA, for so long as Innoviva and its affiliates hold at least 12.5% of the outstanding shares of common stock of the Company on a fully-diluted basis, Innoviva and its affiliates shall have the right to designate two directors to the Board and for so long as Innoviva and its affiliates hold at least 8%, but less than 12.5%, of the outstanding shares of common stock of the Company on a fully-diluted basis, Innoviva and its affiliates shall have the right to designate one director to the Board, subject to certain conditions and qualifications set forth in the February 2022 A&R IRA. The February 2022 A&R IRA also provides Innoviva and its affiliates with certain subscription rights in the event of any new issuances.

The Company also entered into a registration rights agreement (the "*February 2022 Registration Rights Agreement*") with Innoviva SO. Pursuant to the February 2022 Registration Rights Agreement, on May 16, 2022, the Company filed a registration statement on Form S-3 covering the resale of the securities issued and sold pursuant to the February 2022 SPA with the U.S. Securities and Exchange Commission, which was declared effective on May 31, 2022.

The Company also entered into an amended and restated voting agreement with Innoviva (the "*February 2022 Voting Agreement*"), which amended and restated in its entirety that certain Voting Agreement dated January 26, 2021, as amended and restated as of October 28, 2021, pursuant to which Innoviva and its affiliates agreed not to vote or take any action by written consent with respect to shares of common stock of the Company held by Innoviva or any of its subsidiaries which represent, in the aggregate, more than 49.5% of the total number of shares of common stock voting (such shares, the "*Excess Shares*") with respect to certain matters related to the election of directors to the Board, removal of directors from the Board or amendment of the bylaws of the Company to reduce the maximum number of directors or set the number of directors who may serve on the Board ("*Board Matters*") presented at any meeting of the shareholders of the Company (or any adjournment or postponement thereof) or for their action by written consent, in each case, unless the Board authorizes Innoviva or its affiliates to vote such Excess Shares with respect to Board Matters.

#### *January 2023 Credit Agreement*

On January 10, 2023, the Company entered into, as borrower, a secured convertible credit and security agreement (the "*January 2023 Credit Agreement*") with Innoviva SO. The January 2023 Credit Agreement provides for a secured term loan facility in an aggregate amount of \$30 million (the "*January 2023 Loan*") at an interest rate of 8.0% per annum, and has a maturity date of January 10, 2024. Repayment of the January 2023 Loan is required to be guaranteed by our domestic subsidiaries and foreign material subsidiaries, and the January 2023 Loan is secured by substantially all of our assets and the subsidiary guarantors.

The January 2023 Credit Agreement provides that if a Qualified Financing, as defined in the January 2023 Credit Agreement, occurs, the outstanding principal amount of, and all accrued and unpaid interest on, the January 2023 Loan shall be converted into shares of our common stock at a price per share equal to a 15.0% discount to the lowest price per share for the Company's common stock paid by investors in a Qualified Financing (which price paid by investors in a Qualified Financing may not be less than a 15.0% discount to the closing price of our common stock immediately prior to the consummation of a Qualified Financing event). The January 2023 Credit Agreement also requires the Company to file a registration statement for the resale of all securities issued to the lender in connection with any conversion under the January 2023 Credit Agreement, which the Company filed on February 13, 2023. The U.S. Securities and

Exchange Commission (the “SEC”) declared the registration statement effective as of 4 p.m. on April 6, 2023, whereupon any outstanding January 2023 Loan amount, including all accrued and unpaid interest thereon, may be converted at the lender’s option, into shares of our common stock at a price per share equal to the greater of book value or market value per share of our common stock on the date immediately preceding the effective date of the January 2023 Credit Agreement, which is \$1.52 (as may be appropriately adjusted for any stock split, combination or similar act).

#### *January 2023 Registration Rights Agreement*

Pursuant to the Registration Rights Agreement with the selling shareholder, we agreed to prepare and file with the SEC a registration statement on Form S-3, of which this prospectus forms a part, that permits the resale of the Shares and, subject to certain exceptions, to use commercially reasonable efforts to keep the registration statement of which this prospectus forms a part effective under the Securities Act until (i) all shares registered by this registration statement have been sold, transferred or otherwise disposed of by the selling shareholder, (ii) the shares are sold, transferred or otherwise disposed of pursuant to Rule 144 of the Securities Act, (iii) the shares cease to be outstanding, or (iv) the shares have become eligible for sale by the selling shareholder pursuant to Rule 144 of the Securities Act without any restriction on the volume or manner of such sale and all restrictive legends and stop transfer instructions have been removed with respect to all book entries representing the shares.

#### *July 2023 Credit Agreement*

On July 10, 2023, the Company entered into, as borrower, a credit and security agreement (the “July 2023 Credit Agreement”) with Innoviva SO. The Credit Agreement provides for a secured term loan facility in an aggregate amount of \$25 million (the “July 2023 Loan”) at an interest rate of 14.0% per annum, and has a maturity date of January 10, 2025. Repayment of the July 2023 Loan is guaranteed by the Company’s domestic subsidiaries, and the July 2023 Loan is secured by substantially all of the assets of the Company and the subsidiary guarantors.

Concurrently with the execution of the July 2023 Credit Agreement, the Company entered into an amendment to the January 2023 Credit Agreement, pursuant to which the parties agreed to, among other things, extend the maturity date from January 10, 2024, to January 10, 2025. In addition, the Company concurrently entered into an amendment to the February 2022 Voting Agreement, to extend the expiration date to the earlier of the fifth anniversary of the effective date, or February 9, 2027, and the date of receipt of approval by the U.S. Food and Drug Administration of any of the product candidates of the Company for marketing and commercial distribution.

#### ***Change in Control and Severance Benefits Arrangements***

We have entered into certain change in control and severance benefits arrangements with our officers, as more fully described in the section above entitled “Executive Compensation.”

#### ***Director and Executive Officer Compensation***

The compensation of our directors and named executive officers, including employment agreements and other compensatory arrangements with executive officers and stock option grants to executive officers and directors, is more fully described in the section above entitled “Executive Compensation.”

#### ***Indemnification Agreements***

We have entered, and intend to continue to enter, into separate indemnification agreements with each of our directors and executive officers, as described in the section above entitled “Executive Compensation — Limitation of Liability and Indemnification.” In addition, the Merger Agreement provided that, for a period of six years following the effective time of the Merger, we will indemnify and hold harmless each person who is, has been, or who became prior to the effective time of the Merger, a director, officer, fiduciary or agent of us and our subsidiaries or C3J, respectively, against all claims, losses, liabilities, damages, judgments, fines and reasonable fees, costs and expenses, including attorneys’ fees and disbursements, incurred in connection with any claim, action, suit, proceeding or investigation, whether

civil, criminal, administrative or investigative, arising out of or pertaining to the fact that such person is or was a director, officer, fiduciary or agent of C3J or us or any of its or our respective subsidiaries, whether asserted or claimed prior to, at or after the effective time, in each case, to the fullest extent permitted under applicable law. Each such person will be entitled to advancement of expenses incurred in the defense of any such claim, action, suit, proceeding or investigation from us.

The Merger Agreement also provided that the provisions relating to the indemnification, advancement of expenses and exculpation of our present and former directors and officers set forth in our articles of incorporation and bylaws will not be amended, repealed or otherwise modified for a period of six years from the effective time of the Merger in any manner that would adversely affect the rights of individuals who, at the effective time of the Merger, were our officers or directors. The Merger Agreement required that, after the closing of the Merger, our articles of incorporation and bylaws were to contain provisions at least as favorable as the provisions relating to the indemnification, advancement of expenses and exculpation of present and former directors and officers set forth in our articles of incorporation and bylaws prior to the Merger.

Prior to the effective time of the Merger, we secured and prepaid, at C3J's expense, a six year "tail policy" on our then-existing directors' and officers' liability insurance policy.

### **DELINQUENT SECTION 16(A) REPORTS**

Section 16(a) of the Exchange Act requires our directors, executive officers and any persons beneficially holding more than 10% of our common stock to report their initial ownership of our common stock and any subsequent changes in that ownership to the SEC. Our executive officers, directors and greater than 10% shareholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

Specific due dates for these reports have been established and we are required to identify those persons who failed to timely file these reports. To our knowledge, based solely on a review of the copies of such reports furnished to us and written representations from our directors and officers that no other reports were required, during the fiscal year ended December 31, 2022, all of our directors, officers and greater than 10% shareholders complied with the Section 16(a) filing requirements, except for one Form 3 filed late by Ms. Butler, which was ultimately filed on February 7, 2023.

We have adopted a code of ethics for directors, officers (including our principal executive officer, principal financial officer, principal accounting officer and controller) and employees, known as the Code of Business Conduct and Ethics. The Code of Business Conduct and Ethics is available on our website at <https://investor.armatapharma.com/corporate-governance>. We will promptly disclose on our website (i) the nature of any amendment to the policy that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions and (ii) the nature of any waiver, including an implicit waiver, from a provision of the policy that is granted to one of these specified individuals that is required to be disclosed pursuant to SEC rules and regulations, the name of such person who is granted the waiver and the date of the waiver.

### **HOUSEHOLDING OF PROXY MATERIALS**

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for annual meeting materials with respect to two or more shareholders sharing the same address by delivering a single set of annual meeting materials (including the Notice of Internet Availability of Proxy Materials) addressed to those shareholders. This process, which is commonly referred to as "householding," potentially means extra convenience for shareholders and cost savings for companies.

This year, a number of brokers with account holders who are Armata shareholders will be "householding" the Company's proxy materials. That means that only one copy of either the Notice of Internet Availability or this proxy statement and annual report will be delivered to multiple shareholders sharing an address, unless contrary instructions have been received from the affected shareholders. Once you have received notice from your broker that they will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in "householding" and would prefer to receive a separate set of the

applicable annual meeting materials, either for this annual meeting or in the future, please notify your broker or Armata. Direct your written request to Armata Pharmaceuticals, Inc., Attention: Investor Relations, 5005 McConnell Avenue, Los Angeles, California 90066 or contact Joyce Allaire at (212) 915-2569. If so requested, a separate copy of the proxy statement or annual report will be delivered to you promptly and without charge. Shareholders who currently receive multiple copies of the applicable annual meeting materials at their addresses and would like to request “householding” of their communications should contact their brokers.

#### **OTHER MATTERS**

The Board of Directors knows of no other matters that will be presented for consideration at the meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.



By Order of the Board of Directors,

A handwritten signature in black ink that reads "Robin Kramer". The signature is written in a cursive style with a large, sweeping initial "R" and a long, curved tail that extends to the right.

Robin C. Kramer  
*Chair of the Board of Directors*

Marina del Rey, California  
August 3, 2023

**A copy of the Company's annual report is available without charge upon written request to: Secretary, Armata Pharmaceuticals, Inc., 5005 McConnell Avenue, Los Angeles, California 90066. We will furnish a copy of any exhibit to such report upon written request and payment of reasonable expenses in furnishing such exhibit.**