

# INOVIO PHARMACEUTICALS, INC.

## AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

### 1. Purpose

The Compensation Committee (the “Committee”) is appointed by and serves at the discretion of the Board of Directors (the “Board”) of Inovio Pharmaceuticals, Inc. (the “Company”) to: (a) assist the Board in discharging its responsibilities relating to compensation of the Company’s directors and executive officers; and (b) produce an annual report on executive officer compensation for inclusion in the Company’s proxy statement, in accordance with applicable rules and regulations. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Company’s bylaws and by applicable law. Nothing in this Charter shall be construed as precluding discussion of CEO compensation with the Board generally. The Committee shall cause this Charter to be posted on the Company’s website.

### 2. Committee Composition

Committee members shall be appointed by the Board, on the recommendation of the Nomination and Corporate Governance Committee, at the annual meeting of the Board of Directors and shall serve until their respective successors are duly elected and qualified. Committee members may be removed at any time by the Board. Vacancies occurring on the Committee shall be filled by the Board.

The Committee shall consist of no less than two members. Each member of the Committee shall meet the independence requirements, as the same may be amended from time to time, of the Nasdaq Stock Market LLC or such other national securities exchange on which the Company’s securities are then listed (the “Exchange”), the definition of a “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the requirements of Rule 10C under the Exchange Act, the definition of “outside directors” under Section 162(m) of the Internal Revenue Code, and any other applicable regulatory requirements or other qualifications determined by the Board or the Nomination and Corporate Governance Committee from time to time.

The Committee chairperson shall be designated by the Board, on the recommendation of the Nomination and Corporate Governance Committee, or, if the Board does not do so, the Committee members shall elect a chairperson by a vote of the majority of the members of the full Committee.

### 3. Committee Action and Meetings

The Committee shall conduct its business in accordance with this Charter, the Company’s bylaws and any direction by the Board. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue.

The Committee shall meet at least one time a year at a time and place determined by the Committee chairperson to review the compensation of the executive officers and directors of the Company, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

The Committee chairperson will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting.

The Chairperson of the Committee (or other member designated by the Chairperson or the Committee in the Chairperson's absence) shall regularly report to the full Board on the Committee's proceedings and any actions that the Committee takes. The Committee will maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Company.

As necessary or desirable, the Chairperson of the Committee may invite any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee, consistent with the maintenance of confidentiality of compensation discussions. The CEO should not be present during voting or deliberations on the CEO's compensation.

#### **4. Committee Authority and Responsibilities**

The Committee shall:

(a) Determine, or recommend to the Board, the compensation of the CEO and all other executive officers of the Company.

(b) Review and approve the Company's compensation programs and arrangements applicable to its officers (as defined in Rule 16a-1(f) of the Exchange Act), including without limitation salary, incentive compensation, equity compensation and perquisite programs, and amounts to be awarded or paid to individual officers under those programs and arrangements, or make recommendations to the Board regarding approval of the same. Without limiting the generality of the foregoing, the Committee shall review and approve all other employment-related contracts, agreements or arrangements between the Company and its officers and other senior management, as appropriate, and all other contracts, agreements or arrangements under which compensatory benefits are awarded or paid to, or earned or received by, the Company's officers and other senior management, as appropriate, including, without limitation, employment, severance, change of control and similar agreements or arrangements. In evaluating and determining executive compensation, the Committee shall consider the results of the Company's most recent stockholder advisory vote on executive compensation.

(c) Determine the objectives of the Company's executive officer compensation programs, identify what the programs are designed to reward, and modify (or recommend that the Board modify) the programs as necessary consistent with such objectives and intended rewards.

(d) Ensure appropriate corporate performance measures and goals regarding executive officer compensation are established and determine the extent to which they are achieved and any related compensation earned.

(e) Consistent with the foregoing, at least annually review and establish the Company's goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of such goals and objectives, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee will consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years.

(f) Endeavor to ensure that the Company's compensation programs are effective in attracting and retaining key employees, reinforcing business strategies and objectives for enhanced stockholder value, and are administered in a fair and equitable manner consistent with established policies and guidelines.

(g) Administer the Company's incentive compensation plans and equity-based plans as in effect and as adopted from time to time by the Board; provided that the Board shall retain the authority to interpret such plans.

(h) Review and approve any new equity compensation plan or any material change to an existing plan where stockholder approval has not been obtained as well as termination of an existing plan.

(i) Review and approve any stock option award or any other type of award as may be required for complying with any tax, securities, or other regulatory (including the Exchange) requirement, or otherwise determined to be appropriate or desirable by the Committee or Board.

(j) Review and discuss with the Company's management the "Compensation Discussion and Analysis" (the "CD&A") required to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC, and recommend to the Board whether or not to include such CD&A in such proxy statement or annual report.

(k) Produce a Committee report on executive officer compensation as required to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

(l) Review and approve director compensation and benefits.

(m) Review the Company's practices and policies of employee compensation as they relate to risk management and risk-taking incentives, to determine whether such compensation policies and practices are reasonably likely to have a material adverse effect on the Company.

(n) Provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting, including the frequency of advisory votes on executive compensation and review and consider the results of such an advisory vote on executive compensation.

(o) Monitor the Company's compliance with the requirements of the Sarbanes Oxley Act of 2002 relating to loans to officers and directors and with all other applicable laws affecting employee compensation and benefits.

(p) Perform such other functions and have such other powers consistent with this Charter, the Company's bylaws and applicable law as the Committee or the Board may deem appropriate.

## **5. Performance Evaluation**

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also perform an annual evaluation of its own performance, which shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

## **6. Committee Resources**

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder, including human resources personnel preparing the CD&A. The Committee shall be empowered, without the approval of the Board or management, to engage, oversee the work of, and compensate such independent legal, accounting and other advisors and consultants as it deems necessary or desirable to carry out its duties. The Committee shall have the sole authority to retain and terminate any such advisors and consultants that it desires to use to assist in its evaluation of director, CEO or executive officer compensation or performance of its other duties and shall have the sole authority to approve any such advisor or consultant's fees and other retention terms. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of: (a) compensation to any advisor or consultant retained by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Other reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties are, unless prohibited by Exchange listing rules or applicable law, permitted.

Subject to the applicable rules of the Exchange and the Securities and Exchange Commission, as the same may be amended from time to time, prior to retaining the services of a compensation consultant, legal counsel or other advisor to the Committee, the Committee shall take into consideration all relevant factors and those specified in the Exchange listing rules, including the following:

(a) The provision of other services to the Company by the compensation consultant, legal counsel or other advisor;

(b) The amount of fees received from the Company by the compensation consultant, legal counsel, or other advisor, as a percentage of the total revenue of the compensation consultant, legal counsel or other advisor;

(c) The policies and procedures of the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;

(d) Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the compensation committee;

(e) Any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and

(f) Any business or personal relationship of the compensation consultant, legal counsel or other advisor with an executive officer of the Company.

However, nothing in this provision requires that any advisors be independent. The Committee need not conduct this independence assessment with respect to: (a) in-house legal counsel; or (b) any advisor whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees; or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the adviser and about which the adviser does not provide advice.

The Committee shall not be required to implement or act in accordance with any advice or recommendation of any advisor or consultant retained by it, and no such advice or recommendation shall affect the Committee's ability or obligation to exercise its own judgement in discharging its duties.

Unless expressly authorized by the Board, the Committee shall not delegate any authority hereunder to subcommittees or other persons.

Adopted on March 8, 2019