

**Viatrix Inc.**

**CHARTER OF THE EXECUTIVE COMMITTEE**

**Effective as of November 16, 2020**

**Authority:**

The Board of Directors (the “**Board**”) of Viatrix Inc. (the “**Company**”) has established the Executive Committee (the “**Committee**”) and has adopted this Committee Charter (this “**Charter**”).

This Charter defines the duties and responsibilities of the Committee.

**Purpose:**

The Committee shall assist the Board in fulfilling its fiduciary responsibilities by exercising those powers of the Board not otherwise limited by a resolution of the Board or by law.

**Membership:**

The Board shall appoint a minimum of three directors to serve on the Committee, such appointment to include the Chair of the Board and the Vice Chair of the Board.

Vacancies on the Committee shall be filled by a vote of the Board. The Board may remove a member of the Committee, other than the Chair of the Board and the Vice Chair of the Board, or appoint a member of the Committee, at its discretion.

Any member of the Committee may resign therefrom at any time by delivering a letter of resignation to the Chair of the Board, with a copy to the Lead Independent Director (if applicable) and the Secretary of the Company. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective shall not be specified therein, then it shall take effect immediately upon its receipt by the Chair of the Board, unless the Chair of the Board determines otherwise. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Committee Resources:**

The Committee shall have the authority to select, retain, and supervise any advisors as the Committee deems necessary, in its sole discretion, to fulfill its mandates under this Charter. The Committee also shall have the authority to compensate, at the expense of the Company, such advisors and employ such resources as are necessary to fulfill its mandates under this Charter.

**Committee Meeting and Action:**

- (a) The Chair of the Board shall serve as Chair of the Committee at all meetings of the Committee;

- (b) A majority of the members of the Committee may establish rules of procedure in addition to those set forth in this Charter;
- (c) Meetings of the Committee shall be scheduled and held at such times and places as agreed upon by the Committee members;
- (d) The Committee may hold meetings in person or via telephone or videoconference;
- (e) A majority of the members of the Committee shall constitute a quorum;
- (f) Any action, other than the establishment of additional rules of procedure for the Committee, adopted by a majority of the Committee members present at a meeting at which a quorum is present, shall be an act of the Committee;
- (g) Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, or by electronic transmission; and
- (h) The Committee or its designee shall prepare minutes of each meeting and shall cause such minutes, as approved by the Committee, to be made available for review by any member of the Board.

**Duties and Responsibilities:**

The Committee shall, in addition to any other duties or responsibilities the Board may from time-to-time delegate to the Committee, have the following duties and responsibilities:

- (a) During the intervals between the meetings of the Board, the Committee shall have, and may exercise, all powers and rights of the Board unless otherwise limited by a resolution of the Board or by law;
- (b) Regularly report on its meetings, actions and recommendations to the Board or as otherwise requested by the Board; and
- (c) Review its performance and this Charter annually and recommend any proposed Charter changes to the Board.

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein.