

IDERA PHARMACEUTICALS, INC.

COMPENSATION COMMITTEE CHARTER

A. Purpose

The purposes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Idera Pharmaceuticals, Inc. (the “Company”) are to:

- Discharge the responsibilities of the Board relating to compensation of the Company’s executive officers;
- Oversee the Company’s overall compensation practices, including the compensation of non-employee Board members;
- Develop and implement compensation policies and plans that are appropriate for the Company, provide incentives designed to achieve the Company’s long-term strategic plan, consistent with the overall goal of building stockholder value; and
- Carry out the other responsibilities described in this Charter.

B. Structure and Membership

1. Number. Except as otherwise permitted by the applicable listing rules of the Nasdaq Stock Market (the “Nasdaq Rules”), the Committee shall consist of at least two members of the Board.
2. Independence. Except as otherwise permitted by the applicable Nasdaq Rules, each member of the Committee shall be (1) an “independent director” who meet the criteria for independence established by the Nasdaq Rules and (2) a “non-employee director” for purpose of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended).

In affirmatively determining the independence of any director who will serve on the Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (i) the source of compensation of the director, including any director, consulting, advisory or other compensatory fee paid by the Company to the director; and (ii) whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

3. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Committee members shall be as determined by the Board.

5. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Committee with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this Committee. The Board may fill vacancies occurring on this Committee, for whatever reason.

C. **Authority and Responsibilities**

General

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

Compensation Matters

1. General Compensation Philosophy. The Committee will approve the Company's long-term strategy of compensation for executives, employees, and directors, as appropriate to ensure their attraction, retention, motivation, and alignment with company objectives and long-term interests. This strategy may include, but is not limited to, consideration of base compensation, short-term incentive, and long-term incentive targets.
2. Executive Officer Compensation. The Committee shall periodically review and approve, or recommend for approval by the Board, the compensation of the Company's Chief Executive Officer (the "CEO"), the Company's other executive officers, and other members of the management team as the Committee deems appropriate, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The Committee shall meet without the presence of executive officers when approving or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during the approval of and deliberation of non-CEO executive compensation.
3. Plan Recommendations and Approvals. The Committee shall periodically review and make recommendations to the Board with respect to incentive compensation plans and equity-based plans. In addition, in the case of any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company, the Committee, or a majority of the independent directors of the Board, shall approve such plans.
4. Administration of Equity-Based Plans. The Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without

limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by a plan or resolution of the Board, the Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Committee, or a majority of the independent directors serving on the Board, shall approve any inducement awards to be granted in reliance on the exemption from stockholder approval contained in the Nasdaq Rules.

5. Non-Employee Director Compensation. The Committee shall periodically review and make recommendations to the Board with respect to non-employee director compensation, including Board and committee member fees, equity compensation, and benefits.
6. Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board. The Committee shall review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"). The Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C.
7. Compensation Committee Report. The Committee shall prepare the annual Committee Report required by Item 407(e)(5) of Regulation S-K for inclusion in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C.
8. Evaluation of Senior Executives. The Committee shall be responsible for overseeing the evaluation of the Company's senior executives. In conjunction with the Board's Audit Committee, in the case of the evaluation of the senior financial executives, and in conjunction with the CEO, in the case of evaluation of the Company's senior executives other than the CEO, the Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executives, to be discussed with the Board periodically.
9. Compensation Consultants, Legal Counsel and Other Advisors. The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Committee. The Committee is empowered, without further action by the Board, to cause the

Company to pay the reasonable compensation, as determined by the Committee, of any compensation consultant, legal counsel and other advisor retained by the Committee. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor (other than in-house legal counsel), only after taking into consideration the applicable factors affecting independence that are specified in the Nasdaq Rules.

10. Additional Duties. The Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities but shall meet no less than three times per year. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.
2. Delegation of Authority. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate, in accordance with applicable rules and regulations. The Committee also may delegate its authority to officers of the Company as appropriate and permissible under applicable rules and regulations.
3. Reports to Board. The Committee shall report regularly to the Board.
4. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

Reviewed September 2020