

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF AETHLON MEDICAL, INC.**

**As most recently adopted September 15, 2023**

**PURPOSE**

The primary purpose of the Compensation Committee (the “Committee”) shall be to act on behalf of the Board of Directors (the “Board”) of Aethlon Medical, Inc. (the “Company”) in fulfilling the Board’s responsibilities to oversee the Company’s compensation policies, plans and programs; to review, approve and/or recommend to the Board the compensation to be paid to the Company’s executive officers and directors; administer the Company’s incentive compensation plans, equity-based plans and such other benefit plans as designated from time to time by the Board, in each case in accordance with the terms of such plans; assist the Board in its oversight of the development, implementation and effectiveness of the Company’s policies and strategies relating to its human capital management function, including but not limited to those policies and strategies regarding recruiting, retention, career development and progression, management succession (other than that within the purview of the Nominating and Corporate Governance Committee); review and discuss with management the Company’s disclosures contained under the caption “Compensation Discussion and Analysis” (“CD&A”) for use in any of the Company’s annual reports on Form 10-K, registration statements, proxy statements or information statements; and prepare and review the Committee Report on executive compensation included in the Company’s annual proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) in effect from time to time.

The term “compensation” shall include salary, long-term incentives, bonuses, performance based cash incentive plans, perquisites, equity incentives, severance arrangements, change of control related agreements, retirement benefits, tax gross up provisions and other related benefits and benefit plans. The term “executive officer” means the individuals designated by the Company as officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended from time to time (the “Exchange Act”).

**POLICY**

The policy of the Committee shall be as follows:

- ***Compensation Structure.*** The Committee shall seek to maintain an overall compensation structure designed to attract, retain and motivate management and other employees by providing appropriate levels of risk and reward, assessed on a relative basis at all levels within the Company and in proportion to individual contribution and performance, and
- ***Long-Term Focus.*** The Committee shall seek to establish appropriate incentives for management to further the Company’s long-term strategic plan and avoid undue emphasis on short-term market value.

## COMPOSITION

The Committee shall consist of at least two (2) members of the Board, each of whom meets the independence and other eligibility standards contained in the Listing Rules of The Nasdaq Stock Market (“Nasdaq”). Each member of the Committee shall (a) satisfy the independence requirements of the SEC and Nasdaq applicable to compensation committee members, as in effect from time to time, subject to any available exceptions, (b) satisfy the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Exchange Act and (c) meet any other requirements imposed by applicable law, rules and regulations and stock exchange requirements, subject to any available exceptions. A director shall not serve as a member of the Committee if the Chief Executive Officer or another executive officer of the Company serves on the compensation committee of another company that employs that director as an executive officer. The members of the Committee and the Committee chairperson shall be appointed by the Board on the recommendation of the Committee and may be removed by the Board in its discretion. If the Board does not appoint the Committee chairperson, the Committee members shall elect a Committee chairperson by vote of a majority of the full Committee. The chairperson (or in his or her absence, a member designated by the chairperson) shall preside at all meetings of the Committee. Vacancies occurring on the Committee shall be filled by the Board.

## MEETINGS AND MINUTES

The operation of the Committee shall be subject to the bylaws of the Company and the Nevada General Corporation Law, each as in effect from time to time. The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. The Committee may include in its meetings other directors, members of management or any other person whose presence the Committee believes to be necessary or appropriate in order to carry out its responsibilities. Notwithstanding the foregoing, the Committee may, as it deems appropriate in order to carry out its responsibilities, exclude from its meetings any persons, including but not limited to, any non-employee director who is not a member of the Committee. The presence in person or by telephone/virtual conference of a majority of the Committee’s members shall constitute a quorum for any meeting of the Committee. All actions of the Committee shall require (i) the vote of a majority of the members present at a meeting of the Committee at which a quorum is present or (ii) unanimous written consent of the members of the Committee then serving. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company after each meeting. The Chairman of the Committee shall report to the Board from time to time, or whenever so requested by the Board.

## AUTHORITY

Each member of the Committee shall have 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 for the Company’s reports to be filed with the SEC. The Committee shall have the authority, in its sole discretion, to retain and/or obtain the advice of any compensation consultant, legal counsel or other advisors (referred to collectively as “advisors”) to assist the Committee in fulfilling its responsibilities under this charter. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses, including expenditures for external resources

that, as determined by the Committee, are necessary or appropriate in carrying out its duties, unless prohibited by the Nasdaq Listing rules or applicable law. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such advisor retained by the Committee. Nothing in this provision requires the Committee to implement or act consistently with the advice or recommendations of any advisor or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

Except to the extent inconsistent with any laws and rules applicable to the Company, including the Nasdaq Listing Rules, the Committee may form and delegate authority to subcommittees as appropriate, including, but not limited to, a subcommittee composed of one or more members of the Board or officers of the Company to grant stock awards under the Company's equity incentive plans to persons who are not (a) "Covered Employees" under Section 162(m) of the Code; (b) individuals with respect to whom the Company wishes to comply with Section 162(m) of the Code, or (c) then subject to Section 16 of the Exchange Act. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated, and any such action by the Committee shall not limit or restrict any future action by such subcommittee, unless so specified by the Committee. The approval of this Compensation Committee Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

In addition, notwithstanding the foregoing paragraph or any other provision in this charter, if deductibility of "performance-based" compensation under Section 162(m) of the Code is desired, only the Committee, or one of its subcommittees, in either case comprised of at least two (2) directors who are "outside directors" (and with any non-"outside directors" abstaining) and who also meet all of the other criteria for membership on the Committee (any such subcommittee, a "Section 162(m) Committee") may approve compensation intended to qualify for the "performance-based compensation" exception of Section 162(m) (including but not limited to the granting of stock options and the establishment and evaluation of achievement of performance goals related to cash or equity compensation) (such intended compensation, "Section 162(m) Compensation"). Nothing in this charter requires the Committee to grant compensation that qualifies for the "performance-based compensation" exception of Section 162(m) and nothing in this charter is a guarantee that compensation intended to qualify as "performance-based compensation" does so qualify.

## RESPONSIBILITIES

The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of compensation consultants, independent legal counsel or any other advisors engaged for the purpose of advising the Committee. Such compensation consultants, independent legal counsel or other advisors and consultants shall report directly, and be accountable, to the Committee. The Committee's procedures should remain flexible to address changing circumstances most effectively. To implement the Committee's purpose, the Committee shall have the following responsibilities. The Committee may supplement and, except as otherwise required by applicable law or the requirements of Nasdaq, deviate from these activities as appropriate under the circumstances:

1. *Overall Compensation Strategy.* The Committee shall review, modify as needed and approve the overall compensation strategy and policies for the Company, including:
  - reviewing and approving corporate goals and objectives relevant to the compensation of the Company's executive officers;
  - evaluating and approving the incentive and equity compensation plans and programs advisable for the Company, as well as evaluating and approving the modification or termination of existing plans and programs;
  - establishing policies on timing and pricing of equity awards for newly hired employees, promotions, and annual grants for executives and non-executive employees and directors;
  - establishing elements of corporate performance for purposes of increasing or decreasing compensation;
  - establishing policies with respect to equity compensation arrangements, with the objective of appropriately balancing the perceived value of equity compensation and the dilutive and other costs of that compensation to the Company;
  - reviewing and approving the terms of any employment agreements, severance arrangements, change-of-control protections and any other compensatory arrangements (including, without limitation, perquisites and any other form of compensation) for the Company's executive officers;
  - reviewing regional and industry-wide compensation practices and trends to assess the adequacy and competitiveness of the Company's executive compensation programs;
  - reviewing 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;
  - reviewing and approving any compensation arrangement for any executive officer involving any subsidiary, special purpose or similar entity;
  - reviewing and approving the type and amount of compensation to be paid or awarded to non-employee Board members and the policies by which such determinations are made;
  - considering and, if appropriate, establishing and monitoring, a policy designed to encourage and/or require executive officers and directors to acquire and hold a meaningful equity interest in the Company; establishing policies with respect to votes by the Company's stockholders to approve executive compensation to the extent required by Section 14A of the Exchange Act, and, to the extent applicable, determining the Company's recommendations regarding the frequency of advisory votes on executive compensation;
  - reviewing and considering the results of any advisory vote on executive compensation; and
  - approving loans by the Company to employees.
2. *Compensation of Chief Executive Officer.* The Committee, either as a committee, or together with the other independent directors of the Company (as determined by the Board), shall recommend to the Board for determination and approval the compensation (other than Section 162(m) Compensation, which shall be determined and approved by the

Committee or Section 162(m) Committee) and other terms of employment of the Company's Chief Executive Officer and shall evaluate the Chief Executive Officer's performance in light of objective criteria including, but not limited to: fostering a corporate culture that promotes the highest levels of integrity and the highest ethical standards; developing and executing the Company's long-term strategic plan and conducting the business of the Company in a manner appropriate to enhance long-term stockholder value; achieving the Chief Executive Officer's individual performance goals and objectives established by the Committee, if any; and achieving any other corporate performance goals and objectives deemed relevant to the Chief Executive Officer as established by the Committee or the Board. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee should seek to achieve an appropriate level of risk and reward, taking into consideration the Company's performance and relative stockholder return, the potential benefits and costs to the Company of the compensation, the value of similar incentive awards given to chief executive officers of comparable companies, the awards given to the Company's Chief Executive Officer in past years, and such other criteria as the Committee deems advisable. The Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation.

3. *Compensation of Other Executive Officers and Senior Management.* The Committee shall review and approve the individual and corporate performance goals and objectives of the Company's other executive officers (as that term is defined in Section 16 of the Exchange Act and Rule 16a-1 thereunder) and other senior management that are periodically established. The Committee shall determine and approve elements of the compensation and other terms of employment of these executive officers and other senior management, taking into consideration the person's success in achieving his or her individual performance goals and objectives and the corporate performance goals and objectives deemed relevant to the person as established by the Committee, as well as any recommendation by the Chief Executive Officer.
4. *Succession Planning.* The Committee shall periodically review, together with the Board and the Chief Executive Officer of the Company, the plans for succession to the offices of the Company's Chief Executive Officer and other key executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.
4. *Compensation of Directors.* The Committee shall review and approve the type and amount of compensation to be paid or awarded to non-employee Board members, including any consulting, retainer, meeting, committee and committee chair fees and stock option grants or awards.
5. *Selection of Compensation Consultants, Independent Legal Counsel and Other Advisors.* The Committee may select compensation consultants, independent legal counsel and other advisors to the Committee only after assessing the independence of such persons in accordance with Nasdaq listing rules.
6. *Administration of Plans.* The Committee shall have full power and authority to adopt, amend and terminate the Company's stock option plans, stock appreciation rights plans,

pension and profit sharing plans, incentive plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans and sub-plans thereof and similar programs. The Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, approve modifications to awards, and exercise such other power and authority as may be permitted or required under such plans. Notwithstanding the foregoing, the Board shall retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable laws and regulations.

7. *Compensation Discussion and Analysis.* The Committee shall review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" for use in any of the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements and make recommendations to the Board whether the CD&A should be approved for inclusion in the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements.
8. *Compensation Proposals.* 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.
9. *Committee Report.* The Committee shall prepare and review the Committee report on executive compensation to be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
10. *Conflict of Interest Disclosure.* The Committee shall review and discuss with management any conflicts of interest raised by the work of a compensation consultant or advisor retained by the Committee or management and how such conflict is being addressed, and review any necessary disclosure in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
11. *Selection and Independence of Advisors.* Prior to selecting any compensation consultant, legal counsel or other Advisor with respect to compensation matters, the Committee shall review, discuss and consider the independence of such compensation consultant, legal counsel or other Advisor as required by the SEC rules and regulations promulgated under Section 10C of the Exchange Act, as well as the factors specified in Nasdaq Listing Rule 5605(d)(3) or any successor provision. 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 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 Advisor and about which the Advisor does not provide advice.

12. *Stock Ownership Guidelines.* If and as the Committee determines to be necessary or appropriate, the Committee will establish and monitor stock ownership guidelines for directors and executive officers of the Company.
13. *Human Capital Management.* The Committee will periodically review matters relating to human capital management, including the Company's policies and strategies regarding recruiting, retention, career development and progression, diversity and inclusion, and other employment practices. If and as the Committee determines to be necessary or appropriate, the Committee will make recommendations to the Board regarding the Company's human capital management policies and strategies.
14. *Committee Self-Assessment; Charter.* The Committee shall assess its own performance at least annually. The Committee shall also periodically review and assess the adequacy of this charter (to the extent required by Nasdaq, at least annually) and recommend any proposed changes to the Board for its consideration.
15. *Clawback Policies.* The Committee will establish and oversee the Company's compensation clawback or similar policies, including a clawback policy that complies with the requirements of the SEC and the Nasdaq listing standards.
16. *Report to Board.* The Committee will report material issues that arise in the course of carrying out its responsibilities or such other matters as the Committee deems appropriate from time to time or whenever it shall be called upon to do so.
17. *General Authority.* The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of the foregoing.