

**CHARTER OF THE NOMINATING AND CORPORATE  
GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF AETHLON MEDICAL, INC.**

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

**PURPOSE**

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Aethlon Medical, Inc. (the “Company”) is to: (i) oversee the Company’s corporate governance policies and practices, and develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; (ii) identify, review and evaluate candidates to serve as directors of the Company consistent with the criteria approved by the Board and review and evaluate the performance of the Board; (iii) serve as a focal point for communication between director candidates, non-committee directors and the Company’s management; (iv) select or recommend to the Board for selection candidates to the Board, or, to the extent required below, to serve as nominees for director for the annual meeting of shareholders; and (v) oversee the evaluation of the Board.

**POLICY**

The policy of the Committee, in discharging these obligations, shall be to promote best corporate governance practices, ensure the Board is comprised of only highly qualified directors, and foster an open avenue of communication between the Committee and management of the Company.

**COMPOSITION**

The Committee shall consist of at least two (2) members of the Board each of whom shall satisfy any independence requirements imposed by the Securities and Exchange Commission (“SEC”) and by the Nasdaq Stock Market LLC (“Nasdaq”), including any exceptions permitted by such requirements. The members of the Committee and the Committee chairperson shall be appointed by and serve at the discretion of the Board. 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

The Committee shall have access to and shall communicate with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable. 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. The Committee shall have the authority, in its sole discretion, to retain and determine compensation for, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors and consultants as it deems necessary or appropriate in the performance of its duties. 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. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants or investment bankers, or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other, advisors or consultants. The Committee may form and delegate authority to one or more subcommittees to the extent allowed under applicable law. By delegating an issue to a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. Any action or decision of a subcommittee will be presented to the full Committee at its next scheduled meeting, or as soon thereafter as practicable.

The approval of this Nominating and Corporate Governance Committee Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

## OPERATING PRINCIPLES AND PROCESSES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

1. *Communication.* Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee's knowledge of relevant current and prospective corporate governance issues.

2. *Committee Education/Orientation.* Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company will enhance the effectiveness of the Committee.

## RESPONSIBILITIES

To implement the Committee's purpose, the Committee shall have the following responsibilities. The Committee may supplement and, except as otherwise required by Nasdaq, deviate from these activities as appropriate under the circumstances:

1. *Director Nominations.* The Committee shall identify and evaluate candidates to serve on the Company's Board consistent with the criteria approved by the Board, including consideration of the potential conflicts of interest, as well as applicable independence and other requirements. The Committee shall have primary responsibility for determining the minimum qualifications for service on the Board and the right to modify the qualifications from time to time. The Committee shall also have responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend to the Board for selection candidates to the Board or to serve as nominees for director for the annual meeting of stockholders, or recommend to the Board to fill any vacancies or newly created directorships that may occur between such meetings. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.
2. *Board and Director Assessment.* The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from the full Board, management and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board believes contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members, and management shall make recommendations to the Board for areas of improvement as it deems appropriate. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment (including having sufficient time to devote to the Company and level of participation), skills, diversity and expertise appropriate for the Company. In assessing the directors, both individually and collectively, the Committee may consider the current needs of the Board and the Company to maintain a balance of knowledge, experience and capability in various areas. The Committee shall also consider and assess the independence of directors, including consideration of any independence requirements imposed by Nasdaq.

3. *Board Committee Nominations.* The Committee shall oversee the Board's committee structures and operations. The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the SEC and applicable law, shall evaluate the performance of the members of the committees of the Board, review the composition of such committees and recommend to the entire Board annually the chairmanship and membership of each such committee.
4. *Board Meeting Procedures and Reporting to the Board.* The Committee shall assist the Board chair or lead director in developing effective Board meeting practices and procedures. The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time or whenever so requested by the Board.
5. *Continuing Education.* The Committee shall assist in developing and participate in a process for systematic review of important corporate governance issues and trends in corporate governance practices. The Committee shall also institute such plan or program as it may deem appropriate for the orientation of and continuing education of directors.
6. *Corporate Governance Guidelines.* The Committee shall develop a set of corporate governance guidelines to be applicable to the Company and shall periodically review and assess the Company's corporate governance, and shall recommend any changes deemed appropriate to the Board for its consideration. Further, the Committee shall periodically review Company policies to determine their adherence to the Company's Code of Business Conduct and Ethics and make recommendations to the Board and management for improvement as appropriate.
7. *Environmental, Social and Sustainability Matters.* The Committee shall review and consider environmental, social responsibility and sustainability matters as it determines appropriate and make recommendations to the Board regarding, or take action with respect to, such matters.
8. *Procedures for Information Dissemination.* The Committee shall periodically review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.
9. *Insurance Coverage.* The Committee shall review and establish appropriate insurance coverage for the Company's directors and officers.
10. *Committee Self-Assessment; Charter.* The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically assess the

adequacy of this charter and shall recommend any proposed changes to the Board for its consideration.

11. *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.