



**ELOXX PHARMACEUTICALS, INC.  
CORPORATE GOVERNANCE GUIDELINES**

**1. Selection and Composition of Board of Directors**

*Role of the Board*

The basic responsibility of the Board of Directors (the “Board”) of Eloxx Pharmaceuticals, Inc. (the “Company”) is to exercise its business judgment to act in a manner that each director reasonably believes to be in the best interests of the Company and its stockholders. In addition to being responsible for the general oversight of management, the Board and its committees perform a number of specific functions, including, with limitation:

- reviewing and approving the Company’s key objectives and strategic business plans and monitoring implementation of those plans and the Company’s success in meeting identified objectives;
- reviewing and approving the Company’s financial objectives and major corporate plans, business strategies and actions;
- selecting, evaluating and compensating the Chief Executive Officer (“CEO”) of the Company and overseeing CEO succession planning;
- providing advice and oversight regarding the selection, evaluation, development and compensation of senior management;
- overseeing the Company’s risk management and mitigation activities; and
- reviewing and monitoring administration of the policies and procedures to safeguard the integrity of the Company’s business operations and financial reporting and to promote compliance with applicable laws and regulations.

*Size of the Board*

The Bylaws of the Company provides that the Board shall consist of not less than three nor more than 15 directors, with the exact number determined from time to time by resolution of the Board, subject to any rights of the holders of any series of preferred stock. The Board should neither be too small to maintain the necessary expertise and independence nor too large to function efficiently. The Board will periodically review the appropriate size and mix of the Board in light of the objectives stated herein.

### *Selection of New Directors*

The Board is responsible for selecting nominees for election by the stockholders. The Nominating and Corporate Governance Committee assists the Board by identifying, reviewing candidates for director positions and makes recommendations to the Board for such positions.

### *Board Membership Criteria*

The Nominating and Corporate Governance Committee identifies persons qualified to become Board members consistent with criteria approved by the Board. It is the Board's policy that directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the Company's stockholders. It is also the Board's policy that, unless otherwise permitted by the applicable rules and regulations, the composition of the Board shall comply with the standards of independence promulgated by The Nasdaq Stock Market LLC ("Nasdaq") and as further clarified below under "*Director Independence*." The Board believes that each director should possess the requisite ability, judgment and experience to oversee the Company's business, and should contribute to the overall diversity of the Board. Accordingly, the Board considers the qualifications of directors and director candidates individually and in the broader context of its overall composition and the Company's current and future needs.

The Board also requires each director to be able to dedicate sufficient time to perform diligently his or her duties on the Company's behalf, including by attending all Board and applicable committee meetings. In general, the Board does not have a policy limiting the number of other public company boards of directors or committees thereof upon which a director may sit. However, the Nominating and Corporate Governance Committee may consider the number of other boards of directors (or comparable governing bodies) and committees thereof, particularly with respect to public companies, on which a prospective nominee is a member. Although the Board does not impose a limit on outside directorships, it does recognize the substantial time commitments attendant to membership on the Board and expects that directors devote all such time as is necessary to fulfill their accompanying responsibilities, both in terms of preparation for, and attendance and participation at, meetings.

### *Director Independence*

An "independent" director shall be one who meets the qualification requirements for being an independent director under applicable laws and under the Nasdaq listing standards, including the requirement that he or she be neither an Executive Officer (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended) nor an employee of the Company, and otherwise have no relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. To guide its determination as to whether or not a relationship between the Company and an organization with which a director is affiliated is material, the Board, or designated committee of the Board, may from time to time adopt categorical standards of independence.

### *Chairperson of the Board*

From time to time, the Board may appoint a Chairperson. However, the Board recognizes that there may be circumstances where no Chairperson will have been designated, in which case the Board will select a director to preside over each Board meeting (unless a Lead Director has been appointed, as described below). The Board will make such selections at such times that it believes are in the best interest of the Company.

The Board does not have a policy on whether the role of the Chairperson and CEO should be separate and, if it is to be separate, whether the Chairperson should be selected from the non-employee directors or be an employee and if it is to be combined, whether a lead independent director should be selected. The Board periodically reviews and evaluates the Company's leadership structure and makes a determination regarding whether or not to separate the roles of the Chairperson and the CEO based on the then-current circumstances.

### *Lead Director*

When the Chairperson of the Board is not an independent director, a lead director (the "Lead Director") may be elected by the independent directors of the Board. The Lead Director, if any, shall be an independent director. In the absence of a Chairperson of the Board and a Lead Director, the Board shall determine the process by which the responsibilities of a Chairperson of the Board or a Lead Director shall otherwise be fulfilled.

### *Director Term Limits*

The Board does not believe it should establish term limits. Each director is periodically subject to election by stockholders in addition to which term limits have the disadvantage of losing the contribution of directors who over time have developed increasing insight into the Company and its operations and therefore provide an increasing contribution to the Board as a whole.

### *Director Retirement Policy*

It is the Company's policy that directors who are also employees of the Company must offer to tender their resignation from the Board at the same time they retire from employment with the Company. At this time, the Company has not adopted a mandatory retirement age for directors.

### *Changes in Employment or Circumstances that Could Adversely Reflect on the Director or the Company*

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify the Nominating and Corporate Governance Committee of such circumstances. The Nominating and Corporate Governance Committee will consider the circumstances, and may in certain cases recommend that the Board request that the director submit his or her resignation from

the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

### *Conflicts of Interest*

Directors are subject to the Company's Code of Business Conduct and Ethics and are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report all facts regarding the matter to the Board.

## **2. Board Compensation and Performance**

### *Board Compensation Policy and Stock Ownership*

The Compensation Committee has authority to recommend to the Board the compensation and benefits for non-employee directors. The Compensation Committee should report from time to time to the Board on the status of director compensation in relation to other U.S. publicly held companies of comparable size operating in comparable industries. Executive officers of the Company serving as members of the Board shall not receive additional compensation for their service as directors.

Proposed changes in director compensation recommended by the Compensation Committee are subject to review, consideration and approval of the Board. It is the policy of the Board that a portion of director compensation should be in the form of stock or stock-based instruments in order to align their interest with those of stockholders.

### *Evaluation of Board Performance*

The Nominating and Corporate Governance Committee is responsible for overseeing evaluations of the Board and its committees and reporting the results to the Board. If the Nominating and Corporate Governance Committee so desires, it may be assisted by an outside consultant in developing an evaluation process.

### *Orientation and Continuing Education*

Under the oversight of the Nominating and Corporate Governance Committee, each new director shall be provided an orientation program that includes appropriate materials, meetings with key members of the Company's management and visits to Company facilities. The Board may provide continuing education for directors, either individually, as a committee or as the entire Board.

### *Interaction with Institutional Investors, Press, Etc.*

The Board believes that management speaks for the Company. Individual non-management Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that these members would do this with the knowledge of management, in accordance with Company policies and, in

most instances, at the request of management. Such interactions and communications are discouraged without the prior approval of the Board or appropriate members of management.

### **3. Meetings of the Board of Directors**

#### *Scheduling and Selection of Agenda Items for Board Meetings*

The Board determines the frequency and length of its meetings. It is the view of the Board that regular meetings at appropriate intervals are desirable for the performance of its responsibilities. In addition to regularly scheduled meetings, special meetings may be called at any time to address any special needs, upon appropriate notice and in accordance with the Bylaws (as they may be amended, restated or amended and restated).

The Board shall establish the agenda for each Board meeting, generally in consultation with and the assistance of management, and distribute it in advance to Board members. Each director is free to suggest the inclusion of items on an agenda, to raise at any Board meeting subjects that are not on the agenda for that meeting or to request the presence of or a report by any member of management. If the CEO is then also Chairperson of the Board, directors wishing to discuss issues or to add agenda items that are not appropriately or best forwarded to the CEO should forward such requests to the Lead Director, or in the absence of a Lead Director, a director should be specified to receive such requests. During at least one Board meeting each year, management will present to the Board the long-term strategic plan for the Company and the principal issues that it expects to face in the future.

#### *Board Material and Presentations*

Information and data that is important to the understanding of the business and matters to be considered at any Board meeting should be distributed in writing and in advance to directors. As a general rule, materials on specific subjects should be sent to directors sufficiently in advance so directors will be prepared to discuss questions that they may have about the material.

The Board encourages management to schedule employees to present at Board meetings who can provide additional insight into the specific matters being discussed because of personal involvement in those areas or management otherwise believes should be introduced to the Board.

#### *Participation in Board Meetings*

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. The Board expects directors to prepare for, attend and participate in all Board and applicable committee meetings. Each director is expected to ensure that other existing and planned future commitments do not materially interfere with his or her service as a director. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chairperson of the Board or the Chairperson of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

### *Access to Management and Employees*

Each director is encouraged to keep himself or herself informed of the affairs of the Company between Board meetings through direct contact with employees and members of senior management, to whom each director will have access. It is expected that any such contact will be coordinated through the CEO and that each director will use judgment to ensure that such access is not distracting to the business operation of the Company.

### *Access to Independent Advisers*

The Board and its committees shall have the right at any time to retain independent outside accounting, financial, legal or other advisers, and the Company shall provide appropriate funding, as determined by the Board or any committee, to compensate such independent outside advisers, as well as to cover the ordinary administrative expenses incurred by the Board and its committees in carrying out their duties.

### *Meetings of the Non-Management Directors*

It is the policy of the Board to have separate meeting sessions for the non-management directors periodically during regularly scheduled Board meetings to review matters concerning the relationship of the Board with the management directors and other members of senior management and such other matters as they deem appropriate.

The Board has not formally selected a director to preside at all meetings of non-management directors. Instead, at meetings of the non-management directors, the non-management directors will designate a chairperson for each meeting. In order to allow interested parties the opportunity to make their concerns known to these non-management directors, the Board may from time to time establish a procedure for these parties to communicate directly with the non-management directors.

The independent directors shall also hold executive sessions without non-independent directors or management present at least twice a year.

## **4. Committees of the Board of Directors**

### *Number of Committees*

The Board will establish committees from time to time to facilitate and assist in the execution of its responsibilities. These committees shall generally address issues that, because of their complexity and technical nature, level of detail and time requirements, or because of proper corporate governance principles, cannot be adequately addressed at larger Board meetings.

The Board currently has three committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. There may, from time to time, be occasions on which the Board deems it appropriate to form a new committee or disband a committee depending upon the circumstances. The Company shall comply with all Nasdaq requirements relating to the constitution of key committees, including requirements relating to the independence and other qualifications of committee members.

Each committee shall have a written charter of responsibilities and authorities that shall be periodically reviewed by the Board. The Company has made the charters for the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee publicly available on the Company's website.

#### *Assignment and Term of Service of Committee Members*

The Board is responsible for the appointment of committee members and committee chairpersons, taking into account the desires and qualifications of individual members and the recommendations of the Nominating and Corporate Governance Committee. In making such appointments, the Board shall consider the rotation of committee membership and the Board Chairperson at appropriate intervals, although the Board does not believe that rotation should be mandated as a policy.

#### *Frequency and Length of Committee Meetings and Committee Agenda*

The committee chairpersons, in consultation with the other committee members, will determine the frequency and length of committee meetings and, in consultation with and with the assistance of the appropriate members of senior management, develop the agenda for committee meetings. The agendas and meeting minutes of the committees will be shared with the full Board. Any director that is not a member of a particular committee may attend any committee meetings with the concurrence of the committee chairperson.

### **5. Leadership Development**

#### *Formal Evaluation of CEO*

The Compensation Committee should evaluate the CEO annually in light of the goals and objectives that the committee reviews and approves. The evaluation should be communicated to the CEO by the chairperson of the Compensation Committee. This evaluation should be based on clearly articulated criteria, including performance of the business, accomplishment of long-term strategic objectives and development of senior management. The evaluation will be used by the Compensation Committee in the course of its deliberations when considering, either as a committee or together with the other non-management directors (as directed by the Board), its recommendation of the compensation of the CEO, and by the Board in approving the compensation level for the CEO.

#### *Succession Planning and Management Development*

The Board (and/or a committee delegated by the Board) will work on a periodic basis with the CEO, in consultation with any other committee, person or advisor deemed necessary or advisable, to evaluate the Company's succession plans for the CEO and, as necessary or advisable, other executive officers, including an emergency succession plan for the CEO.

### **6. Interested Persons' Communications with the Board**

To help foster input and insight from the Company's stockholders and other interested parties (collectively, "***Interested Parties***"), Interested Parties may communicate with, or otherwise

make his or her concerns known directly to, the Chairperson of the Board, the Lead Director, if any, any chairperson of a Board committee, or the non-management or independent members of the Board, by addressing such communications to the intended recipient by name or position in care of: Eloxx Pharmaceuticals, Inc., Attn: Corporate Secretary, 40 Arsenal Way, Watertown, Massachusetts 02472. The Corporate Secretary will forward such communications to the appropriate party.

\* \* \* \* \*

Effective Date: September 23, 2021