

**CHARTER  
OF THE  
DISCLOSURE COMMITTEE**  
*Adopted: May 5, 2022*

**PURPOSE:**

The purpose of the Disclosure Committee of Clene Inc. (Company) is to:

- Ensure that information required to be disclosed by the Company in the reports it files or submits under the Securities Exchange Act of 1934 is gathered, processed, summarized and reported accurately and within the time periods specified in the SEC's rules and forms;
- Evaluate the materiality of Company information and events and determine the timing and appropriate method of disclosure of information deemed material; and
- Review and ensure the accuracy of information publicly disclosed by the Company in press releases, quarterly and annual earnings releases, financial guidance, correspondence to stockholders, and presentations to analysts and investors.

In furtherance of these purposes, the Disclosure Committee shall design, adopt and implement procedures and policies. The Committee will undertake those specific duties and responsibilities listed below and such other duties as the CEO, CFO and General Counsel may from time to time prescribe.

**MEMBERSHIP:**

The Disclosure Committee members will consist of those persons holding the following offices within the Company:

- CEO
- CFO
- General Counsel

Changes in the membership composition of the Disclosure Committee, including the appointment of additional personnel, shall be determined by the existing Committee, as necessary, in light of changes in the Company's business, operations, organization or management. The Chief Financial Officer shall chair the Disclosure Committee. The chairperson's responsibilities shall be to coordinate the activities and internal communication of the Disclosure Committee, to call meetings of the Disclosure Committee from time to time as appropriate and to coordinate communication in a manner consistent with preserving the attorney-client privilege.

## **DUTIES AND RESPONSIBILITIES:**

The responsibilities of the Disclosure Committee shall include:

- Establishing and maintaining the Company's disclosure controls and procedures;
- Evaluating the Company's disclosure controls and procedures as of the end of each fiscal year;
- Ensuring the effectiveness of the Company's disclosure controls and procedures as of the end of each fiscal quarter;
- Overseeing the documentation of the procedures to be followed in preparing the Company's 1934 Securities Exchange Act reports, including quarterly, annual and current reports and proxy statements;
- Advising the CEO and CFO with respect to the certifications they must provide for the Company's quarterly and annual reports;
- Overseeing the preparation and disclosure of registration statements, press releases, earnings guidance, material information, correspondence to stockholders, and presentations to analysts, investors, rating agencies and lenders; and
- Determining the materiality of Company information and the timing and method of publicly disclosing information deemed material.

## **EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES:**

- 1.
2. The Disclosure Committee shall, as part of reviewing and evaluating the Company's disclosure controls and procedures, ensure that the Company's policies and procedures for gathering and disclosing financial and non-financial information in its periodic reports and other disclosure documents (as such procedures are set out in the exhibits below) are routinely followed, reviewed and revised as necessary.

<b>Exchange Act Report or</b>	<b><u>Exhibit</u></b>
<b>• <u>Other Disclosure Matter</u></b>	
1. Protocol to Assess Materiality of Company Information	Exhibit A
2. Form 10-Q	Exhibit B
3. Form 10-K	Exhibit C
4. Proxy Materials / Annual Meeting	Exhibit D
5. Stockholder Annual Report	Exhibit E
6. Form 8-K	Exhibit F
7. Press Releases and Investor Communications	Exhibit G

## **MEETINGS:**

It is anticipated that the Disclosure Committee will hold regular meetings as directed by the members of the Disclosure Committee or as the chairperson otherwise deems appropriate. Representatives of the Company's independent auditors, and other personnel of the Company or representatives of its outside advisors may be invited to attend meetings of the Disclosure Committee, as deemed necessary or appropriate by the Disclosure Committee in performing its duties and responsibilities.