VIRNETX HOLDING CORPORATION

COMPENSATION COMMITTEE CHARTER

(As amended November 12, 2025)

Purpose

The purpose of the Compensation Committee (the "Committee") of the board of directors (the "Board") of VirnetX Holding Corporation (the "Company") is to:

1. Discharge certain responsibilities of the Board with respect to compensation, to make such reports in respect of compensation, compensation practices, and related matters as may be required under the rules and regulations promulgated under the Securities Exchange Act of 1934 (as amended, the "1934 Act").

2. Provide oversight of the Company's compensation policies, plans, benefits programs, and the Company's overall compensation philosophy.

3. To take such other actions and matters as the Board may from time to time authorize the Committee to undertake or assume responsibility for.

Membership and Power to Act

The Committee shall be composed of three or more directors designated annually by the Board, upon recommendation of the Nominating and Governance Committee of the Board, and may be removed by the Board in its discretion.

The Board may designate a chairperson of the Committee. In the absence of that designation, the Committee may designate a chairperson by majority vote of the Committee members, provided that the Board may replace any chairperson designated by the Committee at any time.

During the period of time in which the Company's securities are publicly traded, each member of the Committee will be (1) "independent" as defined under the applicable rules of the Securities and Exchange Commission (the "SEC") and of the securities exchange on which the Company's securities are listed (except as otherwise permitted under such rules) and (2) a "non-employee director" under Rule 16b-3(b)(3)(i) promulgated under the 1934 Act.

In the event that the Committee has more than two members and one or more members of the Committee are absent from a meeting of the Committee or being present at a meeting recuse themselves from an action taken, the remaining members of the Committee (provided there are at least two such members), acting unanimously, shall have the power to take any necessary action. No action of the Committee shall be valid unless taken pursuant to a resolution adopted and approved by at least two members of the Committee.

The Board simultaneously reserves to itself all authority delegated hereunder to the Committee. This reservation of authority does not in any way limit the Committee's authority to

act definitively on matters delegated to it hereunder. Notwithstanding the above, the Board reserves the right at any time to revoke or change the authority delegated hereunder.

Meetings

The Committee will meet at such times as it deems appropriate to discharge its duties hereunder. The Committee may act by unanimous written consent.

Responsibilities of the Committee

The authority delegated to the Committee is set forth below. This description of authority is intended as a guide and the Committee may act and establish policies and procedures that are consistent with these guidelines or are necessary or advisable, in its discretion, to carry out the intent of the Board in delegating such authority and to fulfill the responsibilities of the Committee hereunder.

1. The Committee has authority to determine the amount and form of compensation paid to the Company's Chief Executive Officer (the "CEO"), including (a) base salary, (b) incentive bonus, including the specific goals and amount, (c) equity compensation, (d) any transition or consulting arrangement, employment agreement, severance arrangement, or change of control protections, and (e) any other benefits, compensation or similar arrangements, if any (including, without limitation, perquisites and any other form of compensation such as a signing bonus or payment of relocation costs), including any amendment to or terminations of the foregoing, and to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate the CEO in a manner consistent with its determinations. The Committee has authority to review and annually approve corporate goals and objectives applicable to the compensation of the CEO. The Committee will review at least annually the CEO's performance in determining his or her compensation, including in light of the goals and objectives established for such performance and the relationship of such compensation to corporate performance.

2. The Committee has authority to determine the amount and form of compensation paid to the Company's executive officers, officers, employees, consultants, and advisors, including items (a) through (e) listed in paragraph 1 above, and to review the performance of such persons in order to determine appropriate compensation, as well as to establish the Company's general compensation policies and practices and to administer plans and arrangements established pursuant to such policies and practices. The Committee has authority to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate such persons and to implement such policies and practices in a manner consistent with its determinations. It is expected that the Committee may delegate its authority on these matters with regard to non-officer employees and consultants of the Company to officers and other appropriate Company supervisory personnel.

3. The Committee has authority to administer the Company's long-term incentive compensation and equity compensation plans for the CEO, the Company's other executive officers, and the Company's other service providers, including without limitation to review and approve the adoption of such plans, to reserve shares of Company securities for

issuance thereunder (subject to stockholder approval), to amend and interpret such plans and the awards and agreements issued pursuant thereto, and to make awards to eligible persons under the plans and determine the terms of such awards, including establishing and evaluating performance objectives and achievement.

4. As required by applicable law, the Committee shall review, approve and administer, including the adoption, amendment, or termination of, any clawback policy allowing the Company to recoup compensation paid to the employees.

5. The Committee will advise the Board on management proposals to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and proposals received from stockholders on executive compensation matters. The Committee will review the results of such votes and consider any implications in connection with the Committee's ongoing determinations regarding the Company's executive compensation policies and practice.

6. The Committee has authority, in its sole discretion, to select, engage, compensate and terminate compensation consultants, legal counsel, and such other advisors as it deems necessary and advisable to assist the Committee in carrying out its responsibilities and functions as set forth herein. Compensation paid to such parties and related expenses will be borne by the Company and the Company will make appropriate funding available to the Committee for such purposes.

7. Prior to selecting and receiving advice from compensation consultants, outside legal counsel and other advisors (other than the Company's in-house legal counsel, if any), the Committee will consider the independence factors set forth in the applicable rules of the SEC and the listing standards of the securities exchange on which the Company's securities are listed.

8. The Committee may retain, or receive advice from, any compensation advisor it prefers, including advisors that are not independent, after considering the requisite independence factors. Notwithstanding the foregoing, the Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of the Company's executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

9. The Committee shall evaluate whether any compensation consultants retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iii) of Regulation S-K.

10. The Committee shall evaluate director compensation, including equity compensation, and make recommendations to the Board regarding director compensation.

11. To the extent allowable under applicable law, regulations, or the listing standards of the

securities exchange on which the Company's securities are listed, the Committee may delegate its authority granted under this charter to a subcommittee of the Committee (consisting either of a subset of members of the Committee or, after giving due consideration to whether the eligibility criteria described above with respect to Committee members and whether such other Board members satisfy such criteria, any members of the Board).

12. The Committee shall review and discuss with management the Company's proposed disclosure under the "Compensation Discussion and Analysis" ("CD&A") required by Regulation S-K under the 1934 Act and recommend to the Board whether such CD&A should be included in the Company's proxy statement and Annual Report on Form 10-K.

13. The Committee will prepare a compensation committee report on executive compensation in accordance with the rules and regulations of the SEC for inclusion in the Company's proxy statement or Annual Report on Form 10-K, as required by Item 407(e)(5) of Regulation S-K.

14. The Committee will make regular reports to the Board with respect to significant actions and determinations made by the Committee.

15. The Committee will periodically review this charter and make recommendations to the Board regarding appropriate changes to the charter.

16. Conduct, at least annually, a self-performance evaluation of this Committee.

17. The Committee has the authority to perform such other activities and functions as are required by law, the rules of the securities exchange on which the Company's securities are listed, provisions in the Company's charter documents, and as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.

18. Members of the Committee can receive such fees, if any, for their service as Committee members as may be determined by the Board or a duly authorized Board committee, as applicable. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

19. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. The Chief Executive Officer may not be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined.

Reports

Minutes will be kept of each meeting of the Committee. The Committee will regularly present approved minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.