

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-2

**SIGA Technologies, Inc.**  
**(Name of Registrant as Specified In Its Charter)**

Payment of Filing Fee (Check all boxes that apply):

- ☒ No fee required
  - ☐ Fee paid previously with preliminary materials
  - ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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**SIGA Technologies, Inc.**  
**31 East 62<sup>nd</sup> Street**  
**New York, New York 10065**  
(212) 672-9100

April 26, 2023

Dear Stockholder:

You are cordially invited to attend our 2023 Annual Meeting of Stockholders on June 13, 2023, at 10:30 a.m., Eastern Time. We intend to host this meeting as a virtual-only meeting that will be held via live audio webcast online at [www.virtualshareholdermeeting.com/SIGA2023](http://www.virtualshareholdermeeting.com/SIGA2023). On the following pages you will find the formal notice of annual meeting and proxy statement, which describes the matters to be voted upon.

To ensure that your shares are represented at the Annual Meeting, whether or not you plan to attend the virtual meeting, please read carefully the accompanying proxy statement and please submit your vote in advance of the meeting by promptly completing, dating, signing, and returning the enclosed proxy card, or vote online or via telephone, as instructed in the proxy card.

I hope that you will attend the meeting and I look forward to seeing you there.

Sincerely,

A handwritten signature in black ink, appearing to read "Phillip L. Gomez", followed by a long horizontal line extending to the right.

Phillip L. Gomez, Ph.D.  
Chief Executive Officer

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**SIGA Technologies, Inc.**  
**31 East 62<sup>nd</sup> Street**  
**New York, New York 10065**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**TO BE HELD ON June 13, 2023**

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the “Annual Meeting”) of SIGA Technologies, Inc. (“SIGA” or the “Company”), a Delaware corporation, will be held on Tuesday, June 13, 2023, at 10:30 a.m., Eastern Time. We intend to host this meeting as a virtual-only meeting that will be held via live audio webcast online at [www.virtualshareholdermeeting.com/SIGA2023](http://www.virtualshareholdermeeting.com/SIGA2023).

At the Annual Meeting, SIGA’s stockholders will be voting on proposals to do the following:

1. To elect eight directors to the Board of Directors of SIGA;
2. To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of SIGA for the fiscal year ending December 31, 2023;
3. To hold a non-binding advisory vote on executive compensation;
4. To hold a non-binding advisory vote on the frequency of non-binding advisory votes on executive compensation; and
5. To transact such other business as may properly come before the Annual Meeting and at any adjournment or postponement thereof.

Stockholders of record at the close of business on April 19, 2023 are entitled to notice of, and to vote at, the Annual Meeting and any adjournment or postponement thereof.

**Admission Procedure for Attending the Meeting**

If you are a stockholder as of the close of business on April 19, 2023, you will be able to attend the Annual Meeting by visiting the website referenced above and entering the unique control number included on the proxy card, voting instruction form or notice you received. Stockholders holding their shares through a broker, bank or other intermediary as of the close of business on April 19, 2023 and wishing to attend may do so by visiting the same website, by logging in as a guest and providing the additional identifying information requested at such time. All stockholders may log into the meeting platform beginning at 10:15 a.m. Eastern Time on June 13, 2023. The website will provide assistance if you experience technical issues accessing the Annual Meeting. Whether or not you plan on attending the Annual Meeting, we encourage you to submit your vote as soon as possible (i) by accessing the website or by calling the toll-free number described in the proxy materials; or (ii) by signing, dating and returning a proxy card or voting instruction form you received.

Prior to the Annual Meeting, stockholders may submit questions relating to the subject matter of the meeting via email to [annualmeetingquestion@siga.com](mailto:annualmeetingquestion@siga.com). Questions will be answered in management’s discretion and depending on the availability of time.

**YOUR VOTE IS IMPORTANT.**  
**PLEASE VOTE ONLINE OR BY PHONE OR MAIL, AS DESCRIBED ABOVE.**

By Order of the Board of Directors,



Daniel J. Luckshire  
Secretary

New York, New York  
April 26, 2023

**Important Notice Regarding the Availability of Proxy Materials**  
**for the Annual Meeting of Stockholders to be Held on June 13, 2023.**  
**The Proxy Statement and 2022 Annual Report on Form 10-K are**  
**available at [www.proxyvote.com](http://www.proxyvote.com).**

**SIGA Technologies, Inc.**  
**31 East 62<sup>nd</sup> Street**  
**New York, New York 10065**  
**(212) 672-9100**

**PROXY STATEMENT**  
**ANNUAL MEETING OF STOCKHOLDERS**  
**June 13, 2023**

This proxy statement is furnished to stockholders of SIGA Technologies, Inc. (“SIGA”, the “Company” or “we”) in connection with the solicitation of proxies, in the accompanying form, by the Board of Directors of SIGA (the “Board of Directors”) for use in voting at the Annual Meeting of Stockholders (the “Annual Meeting”) intended to be held virtually on Tuesday, June 13, 2023, at 10:30 a.m. (Eastern Time), and at any adjournment or postponement thereof. We intend to host this meeting as a virtual-only meeting that will be held via live audio webcast.

This proxy statement and the accompanying form of proxy are first being mailed to stockholders on or about April 26, 2023.

**VOTING RIGHTS AND SOLICITATION OF PROXIES**

**Purpose of the Annual Meeting**

The purpose of the Annual Meeting is to vote on proposals to do the following:

1. To elect eight directors to the Board of Directors of SIGA;
2. To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of SIGA for the fiscal year ending December 31, 2023;
3. To hold a non-binding advisory vote on executive compensation;
4. To hold a non-binding advisory vote on the frequency of non-binding advisory votes on executive compensation; and
5. To transact such other business as may properly come before the Annual Meeting and at any adjournment or postponement thereof.

**Record Date and Outstanding Shares**

The Board of Directors has fixed the close of business on April 19, 2023 as the record date (the “Record Date”) for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting. Only stockholders of record at the close of business on the Record Date will be entitled to vote at the Annual Meeting and any and all adjournments or postponements thereof. As of the Record Date, SIGA had issued and outstanding 71,267,868 shares of common stock, par value \$.0001 per share (“Common Stock”).

**Voting Your Common Stock**

The Annual Meeting will be held entirely online this year. Stockholders may vote in person by attending the virtual Annual Meeting or by submitting a proxy. The method of voting by proxy differs for shares held as a record holder and shares held in “street name.”

If you are a record holder, you may vote by submitting a proxy over the Internet or by telephone by following the instructions on the website referred to in the proxy card mailed to you. Alternatively, you may vote by submitting a proxy over the Internet or by telephone by following the instructions on the proxy card, or by completing, dating and signing the proxy card that was included with this proxy statement and promptly mailing it.

If your shares are held in “street name,” your broker, bank or other street name holder will provide you with instructions that you must follow to have your shares voted.

**Voting at the Annual Meeting**

Each share of Common Stock outstanding on the Record Date will be entitled to one vote on each matter submitted to a vote of the stockholders. Cumulative voting by stockholders is not permitted.

All stockholders will need their unique control number, which appears in the proxy card or voting instructions included in the proxy materials. In the event that you do not have a control number, please contact your broker, bank or other nominee as soon as possible so that you can be provided with a control number and gain access to the meeting.

The presence, in person or represented by proxy, of the holders of a majority of the voting power of all outstanding shares entitled to vote at the Annual Meeting is necessary to constitute a quorum. Abstentions and broker non-votes will be counted as shares present at the Annual Meeting for purposes of determining the presence of a quorum. Brokers holding shares for beneficial owners in “street name” must vote those shares according to specific instructions they receive from the owners of such shares. If instructions are not received, brokers may vote the shares, in their discretion, depending on the type of proposals involved. Broker “non-votes” result when brokers are precluded from exercising their discretion on certain types of proposals. Brokers have discretionary authority to vote under the rules governing brokers to vote without instructions from the beneficial owner on certain “routine” items, such as the ratification of the appointment of the independent registered public accounting firm and, accordingly, your shares may be voted by your broker on Proposal No. 2. However, brokers do not have discretionary authority to vote on the other proposals included herein. Shares that are voted by brokers on some but not all of the matters will be treated as shares present for purposes of determining the presence of a quorum on all matters, but will not be treated as shares entitled to vote at the Annual Meeting on those matters as to which authority to vote is withheld by the broker.

For the election of directors, a plurality of the votes cast is required. “Withhold” votes and broker “non-votes” are not considered to have been voted for the purpose of the election of directors and therefore will have no effect on the voting results.

For the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of SIGA for the fiscal year ending December 31, 2023, the affirmative vote of a majority voting power of shares, present in person or represented by proxy, and entitled to vote on such proposal at the Annual Meeting is required. Abstentions have the same effect as “against” votes on Proposal No. 2. Brokers and other nominees have discretionary voting power to vote without instructions from the beneficial owner on the ratification of the appointment of the independent auditor and, accordingly, your shares may be voted by your broker on this proposal.

For the approval of the non-binding advisory vote on the compensation of SIGA’s named executive officers, the affirmative vote of a majority voting power of shares, present in person or represented by proxy, and entitled to vote on the proposal at the Annual Meeting is required. Abstentions have the same effect as “against” votes and broker “non-votes” have no effect on Proposal No. 3.

For the non-binding advisory vote on the frequency of future non-binding advisory votes regarding the compensation of SIGA’s named executive officers, the option receiving the highest number of votes will be deemed to be the preferred frequency of our stockholders. Abstentions and broker “non-votes” have no effect on Proposal No. 4.

### **Revocability and Voting of Proxies**

Any person signing a proxy in the form accompanying this proxy statement has the power to revoke it prior to the Annual Meeting or at the Annual Meeting prior to the vote pursuant to the proxy. A proxy may be revoked by any of the following methods:

1. writing a letter delivered to Daniel J. Luckshire, Secretary of SIGA, stating that the proxy is revoked;
2. submitting another proxy with a later date; or
3. attending the Annual Meeting and voting in person.

Please note, however, that if a stockholder’s shares are held of record by a broker, bank or other nominee and that stockholder wishes to vote at the Annual Meeting, the stockholder should change his or her voting instructions by following the instructions from the stockholder’s broker, bank or other nominee.

Unless we receive specific instructions to the contrary or unless such proxy is revoked, shares represented by each properly executed proxy will be voted: (i) FOR the election of each of SIGA’s nominees as a director; (ii) FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of SIGA for the fiscal year ending December 31, 2023; (iii) FOR the approval of the non-binding advisory vote on the compensation of SIGA’s named executive officers as described in the Compensation Discussion and Analysis

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section (“CD&A”), compensation disclosure tables and related materials; (iv) THREE YEARS as the frequency of future non-binding advisory votes on executive compensation; and (v) with respect to any other matters that may properly come before the Annual Meeting, at the discretion of the proxy holders. We do not presently anticipate that any other business will be presented for action at the Annual Meeting.

### **Solicitation**

SIGA will pay the costs of soliciting proxies. SIGA may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation material to beneficial owners. Directors, officers and employees may also solicit proxies by telephone, facsimile, in person or other means. They will not receive any additional payments for the solicitation.



## BOARD OF DIRECTORS

The current directors are Jaymie A. Durnan, Harold E. Ford, Jr., Phillip L. Gomez, Julie M. Kane, Joseph W. Marshall, III, Gary J. Nabel, Julian Nemirovsky, Holly L. Phillips, Michael C. Plansky, and Jay K. Varma. Phillip L. Gomez, Julie M. Kane and Michael C. Plansky will not be standing for re-election at SIGA's 2023 annual meeting of stockholders. Their departure is not the result of any disagreement with SIGA. Dr. Gomez, Ms. Kane and Mr. Plansky will continue to serve on SIGA's Board of Directors until their terms expire at the end of the 2023 annual meeting of stockholders. The Board of Directors and management thank Ms. Kane and Mr. Plansky for their service. Consistent with the previously-disclosed transition agreement, Dr. Gomez is expected to continue to serve as Chief Executive Officer of the Company until a new Chief Executive Officer commences services with the Company.

### Director Nominee Information

Jaymie A. Durnan has served as a director of SIGA since June 2020. Mr. Durnan is currently the Assistant to the Director for Strategic Initiatives at Massachusetts Institute of Technology Lincoln Laboratory, the nation's premier federally funded Department of Defense research, development and prototyping center. He also served in this role from September 2015 to May 2022. He is also the Chairman of the Andrew W. Marshall Foundation, a nonprofit corporation focused on understanding the strategic competitions the U.S. will face in the future. A member of the New York State Bar, he served from June 2022 through December 2022 as Senior Vice President, Chief Administrative Officer at MacAndrews and Forbes Holding Inc. and from approximately 1992 through 1999 as a Senior Vice President and Special Counsel at MacAndrews & Forbes Holding Inc. Mr. Durnan also served as a Product Line Manager at BAE Systems; a Partner at Radius Capital Partners, a private investment firm; and as the Managing Member of Woodbury Hill Partners, LLC, a strategic advisory firm counseling companies from startup to the Fortune 200. His government service includes as a member of the Federal Senior Executive Service, where he served as a Special Assistant (Chief of Staff) to the Deputy Secretary of Defense and a Special Assistant to the Secretary of Defense in the President George W. Bush administration. He also served as the Senior Advisor to the Chief Technology Officer and Assistant Secretary of Defense for Research and Engineering in the Department of Defense in the President Barack Obama administration. A retired naval officer, he served as an aircraft carrier-based naval aviator; an operations analyst on the staff of the Chief of Naval Operations; an Aide to the Chief of Naval Operations; a member of staff of the Chairman of the Joint Chiefs of Staff supporting arms control negotiations; a Military Assistant to Director of the Office of Net Assessment where he pursued topics related to forecasting future capabilities and alternative security environments; and a Military Social Aide to the President of the United States. For his service, Mr. Durnan has received some of the highest Defense Department non-combat awards, including the Department of Defense Medal for Distinguished Public Service, and the Navy Distinguished Public Service Award presented by the Secretary of the Navy to a civilian for specific courageous or heroic acts or exceptionally outstanding service of substantial and long-term benefit to the Navy, Marine Corps or Department of the Navy. In addition to SIGA Technologies, Mr. Durnan serves as a director of Kimball Physics, is a member of the Boards of Advisors of Mantis Health and the Hudson Institute Center for Defense Concepts and Technology, and is an affiliated faculty member at the George Mason University Center for Government Contracting. He has served as a director or trustee for MacAndrews & Forbes Worldwide Corp.; Swift Prepaid Solutions; KS ARIA Corp; Antioch New England University; Unity College, and DEFENSEWERX. He is a graduate of the United States Naval Academy, Georgetown University, and the Georgetown University School of Law. Mr. Durnan brings many years of experience in the defense industry to the Board of Directors, which positions him well to provide oversight for our Company in a highly regulated industry and to provide guidance in government relations, particularly with the Department of Defense and other government agencies.

Harold Ford, Jr. joined the SIGA Board of Directors in November 2022. He is a former five-term Tennessee Congressman and is currently a vice chair and EVP in PNC's corporate and institutional banking business. Mr. Ford is also the chair and CEO of Empowerment & Inclusion Capital I Corporation (NYSE: "EPWR") - a PNC sponsored mission-based special purpose acquisition company. Prior to joining PNC, Mr. Ford spent more than 10 years in investment banking with Merrill Lynch and Morgan Stanley. In addition, he was nonexecutive chair of Rx Saver, a patient directed prescription medication search engine platform. Mr. Ford is also a co-host of "The Five" and is a frequent contributor to "Special Report with Bret Baier." Mr. Ford earned a BA in history from the University of Pennsylvania and a JD from the University of Michigan. Mr. Ford's many years of experience within government provides insight with regard to government relations, and his financial and business background provides insight into many aspects of our business.

Evan A. Knisely is the founder of Tides Group, LLC, a boutique corporate strategy and government relations consulting firm. Tides Group, LLC was founded in October 2020. Prior to establishing Tides Group, Mr. Knisely served between 2006 and 2020 as an executive with MacAndrews & Forbes Incorporated, a private diversified holding company with investments in publicly traded and privately held companies. Most recently, Mr. Knisely served as Executive Vice President, Government Affairs managing all federal public policy, regulatory, and political matters for MacAndrews & Forbes Incorporated and its affiliated companies. Preceding MacAndrews and Forbes, Mr. Knisely served for eight years as Vice President at Van Scoyoc Associates, Inc., a government relations firm. Mr. Knisely is a member of the Ford's Theatre Board of Trustees; a past president of the Business-Government Relations Council; and sits on the Limited Partner Advisory Committee of Cobro Ventures Opportunity Fund, L.P. Mr. Knisely is a graduate of Tufts University. Mr. Knisely's many years of experience as a government relations advisor to the Company, and other companies, would provide unique value to the Board of Directors.

Joseph W. "Chip" Marshall, III has served as a director of SIGA since early 2009. Mr. Marshall is the former President and Chief Executive Officer of Temple University Health System (2001-2008). In 2000, he became Chair of Temple University Health System and served in that capacity until 2007. Mr. Marshall returned as Chair of Temple Health in 2018. Prior to 2000, Mr. Marshall was a founding partner at Goldman & Marshall P.C., Philadelphia, PA, a corporate healthcare law firm. He received his B.A. and J.D. degrees (1975 and 1979, respectively) from Temple University. In 1990, he joined the Temple University Board of Trustees. He was a founding member of the Temple University Health System Board of Directors in 1995. He served on the Pennsylvania State Ethics Commission in the 1980s and early 1990s, including as Chairman for a portion of that period. During 2005-2006, he served as a Member of the Federal Medicaid Commission. Additionally, during 2004-2006, he served as a Member of the Pennsylvania Gaming Control Board. Mr. Marshall is the lead independent director of Gaming and Leisure Properties, Inc., and he is a director of Maxim Healthcare Services, a privately held company in Columbia, Maryland. Mr. Marshall has more than 30 years of experience in healthcare and is a prominent and highly regarded figure in the healthcare and higher education sectors. His leadership experience, business and financial experience, visibility and expertise in healthcare are of considerable value to the Board of Directors.

Dr. Gary J. Nabel M.D., Ph.D. is currently President and CEO of ModeX Therapeutics Inc, a biotech startup in Natick, MA. He recently retired as Chief Scientific Officer, Global Research and Development, and Head of the North American R&D Hub at Sanofi. In addition to serving as Senior Vice President for the company, Dr. Nabel also oversaw the Breakthrough Lab, which developed the first trispecific antibodies now in development for HIV as published in Science, as well as cancer immunotherapies and novel vaccines. The Chief Scientific Office sponsored external innovation awards, the Postdoctoral and Innovation Fellows Programs, and the Global Science Awards. An author of more than 450 scientific publications, Dr. Nabel joined Sanofi in 2012 from the National Institutes of Health, where he served as Director of the Vaccine Research Center ("VRC") since 1999, during which time, he provided overall direction and scientific leadership of the basic, clinical, and translational research activities and guided development of novel vaccine strategies against HIV, universal influenza, Ebola and emerging infectious disease viruses. His work encompasses basic mechanisms of HIV gene activation, structure-based vaccine design, and immunotherapy. Dr. Nabel graduated magna cum laude from Harvard College in 1975 and continued his graduate studies at Harvard, completing his Ph.D. in 1980 and his M.D. two years later, followed by a post-doctoral fellowship with David Baltimore at the Whitehead Institute. In recognition of his expertise at the forefront of virology, immunology, gene therapy, and molecular biology, Dr. Nabel was elected to the National Academy of Medicine in 1998. Among his many other honors, Dr. Nabel received the Amgen Scientific Achievement Award from the American Society for Biochemistry and Molecular Biology, the Health and Human Services Secretary's Award for Distinguished Service, and is a fellow of the American Association of Physicians, and the American Academy of Arts Sciences. Dr. Nabel's broad experience and expertise within the pharmaceutical and biotech industries, as well as Dr. Nabel's history of leadership within the National Institutes of Health, provide the Board with valuable insights into many aspects of our business.

Julian Nemirovsky has served as a director of SIGA since December 2020. Mr. Nemirovsky served as Senior Vice President, Capital Markets at MacAndrews & Forbes, where he was responsible for managing all capital-structure matters relating to the firm's portfolio companies and new investments until March 2023. Prior to joining MacAndrews in 2020, he spent nine years at MidOcean Credit Partners, where he held the title of Principal and Portfolio Manager. In that role, he was responsible for management of over \$1 billion of assets across several opportunistic credit strategies including long/short hedge funds and illiquid credit drawdown funds. Prior to joining MidOcean in 2011, he was an Associate at Union Capital, a lower-middle market private equity firm. He began his

career in 2006 as an Analyst in Goldman Sachs' Leveraged Finance group within the Investment Banking division. Julian holds a BBA from Baruch College and an MBA from the Tuck School of Business (Dartmouth). Mr. Nemirovsky's extensive background in asset management provides the Board with valuable experience and expertise in finance.

Dr. Holly Phillips has served as a director of SIGA since March 2021. Dr. Phillips, a Board-Certified General Internist in private practice in Manhattan, gained nationwide recognition as a Senior Medical Contributor for CBS News. For 16 years, at her Upper East Side practice, she has addressed all aspects of Internal Medicine, and established a broad referral base of specialists across the City's major hospital systems. Prior to joining CBS News, Dr. Phillips was the Chief Medical Correspondent for CBS2, New York's local news affiliate. She has also served as an on-air expert and anchor for the nationally syndicated program "The Doctors". Frequently quoted in print, she has held contributing editor roles for both Prevention, and Cosmopolitan. Dr. Phillips is the author of "The Exhaustion Breakthrough," published by Rodale, a New York Times Digital Bestseller for Health and Wellness. Dr. Phillips holds a B.A. in English from Williams College and a medical degree from Columbia University College of Physicians and Surgeons. During her residency at Lenox Hill Hospital, she was awarded the Letter of Commendation for Outstanding Performance in Women's Health after spearheading a cancer screening and health maintenance program for residents of the Park Avenue Women's Shelter. Dr. Phillips is a member of the American Medical Association, the American College of Physicians, and the Independent Doctors Association of New York. Dr. Phillips' many years of direct patient-facing interactions, broad network of hospital-based and institutional relationships, and communication, broadcast and journalism experience, provide the Board with unique insight into the perspectives of a wide range of stakeholders.

Jay K. Varma, MD, joined the SIGA Board of Directors in November 2022. Dr. Varma is a Professor of Population Health Sciences and Director of the Cornell Center for Pandemic Prevention and Response at Weill Cornell Medicine. Dr. Varma is an expert on the prevention and control of diseases, having led epidemic responses, developed global and national policies, and led large-scale programs that have saved hundreds of thousands of lives in China, Southeast Asia, Africa, and the United States. From 2001-2021, he worked for the U.S. Centers for Disease Control and Prevention with postings in Atlanta, Thailand, China, Ethiopia, and New York City. Recruited by the Mayor of New York at the peak of the COVID epidemic, Dr. Varma served from April 2020 to May 2021 as the principal scientific spokesperson and architect for New York City's COVID-19 pandemic response, including the largest diagnostic testing and contact tracing programs in the country, the phased re-opening of businesses, the health policies and practices for the safe re-opening of the largest public school system in the country, and vaccination campaigns. In September 2021, Dr. Varma joined Weill Cornell Medicine to conduct research, training, and programs on public health and direct a new center focused on pandemic prevention, preparedness, and response. Dr. Varma graduated with highest honors from Harvard for his undergraduate education, and completed medical school, internal medicine residency, and chief residency at the University of California, San Diego School of Medicine. Dr. Varma's experience within government and public health provides the Board with unique insight into the perspective of a broad range of stakeholders.

### **Meetings of the Board of Directors**

During 2022, the Board of Directors held nine meetings. The Independent Directors (as defined below) also regularly convene executive sessions where only such Independent Directors are present. Such meetings may be in conjunction with regularly scheduled meetings of the Board of Directors. Each incumbent director serving during 2022 attended at least 75% of the aggregate of all meetings of the Board of Directors and all meetings of committees on which such director served during the period the director was on the Board or committee. Each member of the Board of Directors is also urged to attend the Annual Meeting. All members then serving on the Board of Directors attended SIGA's 2022 annual meeting of stockholders.

### **Director Independence**

Based on the review and recommendation of the Nominating and Corporate Governance Committee, the Board of Directors has determined that each of the director nominees aside from Mr. Knisely, who owns an advisory firm that provides services to the Company, are independent (the "Independent Directors") as defined by Nasdaq Stock Market ("Nasdaq") Rule 5605(a)(2). The Board of Directors also previously determined that Mr. Plansky and Ms. Kane, who will not stand for re-election in 2023, and James J. Antal, who retired from the Board of Directors on July 31, 2022, were independent during the time they served as directors in 2022.

In assessing the independence of our directors and director nominees, the Nominating and Corporate Governance Committee and the Board took into account certain transactions, relationships and arrangements involving certain Independent Directors and concluded that such transactions, relationships and arrangements would not interfere with the exercise of independent judgment of such directors in carrying out the responsibilities of a director. In connection with such independence determinations, the Board of Directors considered Mr. Nemirovsky's and Mr. Durnan's prior service as executives of MacAndrews & Forbes Incorporated ("M&F"), a principal stockholder of the Company and, as further described under "Transactions with Related Persons," the lessor of the Company's headquarters.

In addition, based on the review and recommendation by the Nominating and Corporate Governance Committee, the Board of Directors has determined that each member of the Audit and the Compensation Committee meets the heightened independence standards applicable to membership in the applicable committee under the applicable Nasdaq rules.

### **Committees of the Board of Directors**

The Board of Directors is responsible for appointing the members of the standing Audit, Compensation, and Nominating and Corporate Governance Committees. Each member of the Audit, Compensation, and Nominating and Corporate Governance Committees is an Independent Director. In addition, each of the committees of the Board of Directors has a written charter that was approved by the Board of the Directors. A copy of each charter is posted on SIGA's website at [www.siga.com](http://www.siga.com) under the "Corporate Governance" section. Following the Annual Meeting and upon the recommendation of the Nominating and Corporate Governance Committee, the Board also expects to reorganize the compositions of the standing committees of the Board in light of the departures of Ms. Kane and Mr. Plansky.

**Audit Committee.** The Audit Committee, which consists of directors Michael C. Plansky, Julie Kane (since July 2022), and Joseph W. Marshall, held four meetings during 2022. The Board of Directors has determined that each of the members of the Audit Committee is "independent" under applicable laws, rules and regulations, including the heightened Nasdaq independence standards and the regulations of the Securities and Exchange Commission (the "SEC") relating to audit committee members. Moreover, the Company has determined that each of Mr. Plansky and Mr. Marshall is an "audit committee financial expert" within the meaning of the SEC's Regulation S-K ("Regulation S-K"). The purpose of the Audit Committee is to assist the Board of Directors in the oversight of the integrity of SIGA's financial statements, SIGA's compliance with legal and regulatory matters, the independent registered public accounting firm's qualifications and independence, and the performance of SIGA's independent registered public accounting firm. The primary responsibilities of the Audit Committee are set forth in its charter and include various matters with respect to the oversight of SIGA's accounting and financial reporting process and audits of the financial statements of SIGA on behalf of the Board of Directors. The Audit Committee also selects the independent registered public accounting firm to conduct the annual audit of SIGA's financial statements; reviews the proposed scope of such audit; reviews the Company's accounting and financial controls with the independent registered public accounting firm and our financial accounting staff; and reviews and approves transactions, if any, between us and our directors, officers, and their affiliates. A copy of the Audit Committee charter is available on SIGA's website at [www.siga.com](http://www.siga.com) under the "Corporate Governance" section. Also see the section of this proxy statement entitled "Report of the Audit Committee."

**Compensation Committee.** The Compensation Committee consists of Julie M. Kane, Gary J. Nabel (since November 2022), and Julian Nemirovsky. The Compensation Committee held four meetings during 2022. The Board of Directors has determined that each of the members of the Compensation Committee is "independent" under applicable laws, rules and regulations, including the heightened Nasdaq independence standards relating to compensation committee members. The Compensation Committee functions include reviewing and approving the compensation and benefits for SIGA's executive officers, administering SIGA's equity incentive plans and making recommendations to the Board of Directors regarding these matters. A copy of the Compensation Committee charter is available on SIGA's website at [www.siga.com](http://www.siga.com) under the "Corporate Governance" section. Also see the section of this proxy statement entitled "Compensation Discussion and Analysis."

**Nominating and Corporate Governance Committee.** The Nominating and Corporate Governance Committee (the "Nominating Committee") consists of directors Joseph W. Marshall, Jaymie A. Durnan, Holly Phillips (since June 2022), and Michael C. Plansky. The Nominating Committee held four meetings in 2022. The Board of Directors has determined that each of the members of the Nominating Committee is "independent" under applicable laws, rules and regulations, including the Nasdaq listing standards. The Nominating Committee is responsible for reviewing and

recommending to the Board of Directors potential nominees for director positions, making recommendations to the Board of Directors regarding the size and composition of the Board of Directors and its committees, monitoring the Board of Directors' effectiveness, and developing and implementing SIGA's corporate governance procedures and policies. In addition, the Nominating Committee is responsible for identifying potential candidates for, and making recommendations to, the full Board with respect to potential successors to SIGA's Chief Executive Officer, who provided notice in January 2023 of his intent to retire as Chief Executive Officer. The Nominating Committee has initiated a search for Dr. Gomez's successor, and Dr. Gomez is expected to remain in his current role as Chief Executive Officer until his successor commences services as Chief Executive Officer. A copy of the Nominating Committee charter is available on SIGA's website at [www.siga.com](http://www.siga.com) under the "Corporate Governance" section.

In selecting candidates for the Board of Directors, the Nominating Committee begins by determining whether the incumbent directors, whose terms expire at the annual meeting of stockholders, desire and are qualified to continue their service on the Board of Directors. If there is a vacancy on the Board of Directors, the Nominating Committee will solicit recommendations for nominees from persons whom the Nominating Committee believes are likely to be familiar with qualified candidates, including members of the Board of Directors and management of SIGA. The Nominating Committee may also engage a professional search firm to assist in the identification of qualified director candidates, but did not do so in 2022. As to each recommended candidate that the Nominating Committee believes merits serious consideration, the Nominating Committee will collect information, including by, without limitation, soliciting views from other directors and SIGA's management regarding each candidate and having one or more Nominating Committee members interview each such candidate, as it deems necessary or appropriate in order to make an informed decision with respect to such candidate. The Nominating Committee considers the overall qualifications of prospective nominees for director, including the particular experience, expertise and outlook that they would bring to the Board of Directors. While diversity may contribute to this overall evaluation, it is not considered by the Nominating Committee as a separate or independent factor in identifying nominees for director. Based on all available information and relevant considerations, the Nominating Committee will select, for each directorship to be filled, a candidate who, in the view of the Nominating Committee, is most suited for membership on the Board of Directors.

The Nominating Committee has adopted a policy with regard to the minimum qualifications that must be met by a Nominating Committee-recommended nominee for a position on the Board of Directors. Pursuant to this policy, the Nominating Committee generally requires that all candidates for the Board of Directors be of high personal integrity and ethical character and that all non-employee candidates not have any interest that would, in the view of the Nominating Committee, materially impair the candidate's ability to (i) exercise independent judgment or (ii) otherwise discharge the fiduciary duties owed as a director to SIGA and its stockholders. In addition, candidates must be able to represent fairly and equally all stockholders of SIGA without favoring or advancing any particular stockholder or other constituency of SIGA. Candidates must have demonstrated achievement in one or more fields of business, professional, governmental, communal, scientific or educational endeavor. Candidates are expected to have sound judgment and a general appreciation regarding major issues facing public companies of a size and operational scope similar to SIGA, including contemporary governance concerns, regulatory obligations of a public issuer, strategic business planning, competition in a global economy, and basic concepts of corporate finance. Candidates must also have, and be prepared to devote, adequate time to the Board of Directors and its committees. It is expected that, taking into account their other business and professional commitments, including their service on the boards of other companies, each candidate will be available to attend meetings of the Board of Directors and any committees on which the candidate will serve, as well as SIGA's annual meeting of stockholders. SIGA also requires that at least a majority of the directors serving at any time on the Board of Directors are independent, as defined under Nasdaq rules.

The Nominating Committee has adopted a policy, summarized in this paragraph, with regard to the consideration of director candidates recommended by stockholders. The Nominating Committee will consider recommendations for the nomination of directors submitted by holders of SIGA's shares entitled to vote in the election of directors. The Nominating Committee will give consideration to these recommendations for positions on the Board of Directors where the Nominating Committee has determined not to re-nominate a qualified incumbent director. While the Nominating Committee has not established a minimum number of shares that a stockholder must own in order to present a nominating recommendation for consideration, or a minimum length of time during which the stockholder must own its shares, the Nominating Committee may take into account the size and duration of a recommending stockholder's ownership interest in SIGA. The Nominating Committee may also consider whether the stockholder



making the nominating recommendation intends to maintain an ownership interest in SIGA of substantially the same size as its interest at the time of making the recommendation. The Nominating Committee may refuse to consider recommendations of nominees who do not satisfy the minimum qualifications prescribed by the Nominating Committee for board candidates.

The Nominating Committee has adopted procedures to be followed by stockholders in submitting recommendations of candidates for directors. The procedures are set forth in SIGA's Bylaws and are posted on SIGA's website at [www.siga.com](http://www.siga.com) under the "Corporate Governance" section. Pursuant to these procedures, a stockholder (or group of stockholders) wishing to submit a nominating recommendation for an annual meeting of stockholders should arrange to deliver it to SIGA no earlier than 120 calendar days and no later than 90 calendar days prior to the first anniversary of the date of the prior year's annual meeting of stockholders. All stockholder nominating recommendations should be in writing, addressed to the "Nominating and Corporate Governance Committee" in care of SIGA's Secretary at SIGA's principal headquarters, 31 East 62<sup>nd</sup> Street, New York, New York 10065. Submissions should be made by mail or courier. A nominating recommendation should be accompanied by the following information concerning each recommending stockholder:

- the name and address of the recommending stockholder as they appear on the Company's books;
- the name and address of any other beneficial owner of the recommending stockholder's Company stock or any affiliate of the recommending stockholder or such beneficial owner (any such person, a "stockholder associated person");
- as to each recommending stockholder and stockholder associated person: the number and class or series of SIGA's shares directly or indirectly held of record and beneficially by the recommending stockholder or stockholder associated person; the date such shares were acquired; a description of any agreement, arrangement or understanding, direct or indirect, with respect to such nomination between or among the recommending stockholder, any stockholder associated person or any others (including their names); a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, hedging transactions and borrowed or loaned shares) that has been entered into, directly or indirectly, as of the date of the recommending stockholder's notice by, or on behalf of, the recommending stockholder or any stockholder associated person, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of the recommending stockholder or any stockholder associated person with respect to shares of stock of SIGA; a description in reasonable detail of any proxy (including revocable proxies), contract, arrangement, understanding or other relationship pursuant to which the recommending stockholder or any stockholder associated person has a right to vote any shares of stock of the Company;
- a representation that the recommending stockholder is a holder of record of stock of the Company entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to propose such nomination;
- all information regarding the proposed nominee and each stockholder associated person that would be required to be disclosed in a solicitation of proxies subject to Section 14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the written consent of such proposed nominee to being named in a proxy statement as a nominee and to serve if elected and a completed signed questionnaire, representation and agreement reasonably requested by the Company;
- description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among a recommending stockholder, any stockholder associated person or their respective associates, or others acting in concert therewith, including all information that would be required to be disclosed pursuant to Item 404 of Regulation S-K if the recommending stockholder, any stockholder associated person or any person acting in concert therewith, were the "registrant" for purposes of such rule and the proposed nominee were a director or executive of such registrant;
- a representation as to whether the recommending stockholder intends (a) to deliver a proxy statement and form of proxy to holders of at least the percentage of the Company's outstanding capital stock required to approve the nomination or (b) otherwise to solicit proxies from stockholders in support of such nomination;

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- all other information that would be required to be filed with the SEC if the recommending stockholder and any stockholder associated person were participants in a solicitation subject to Section 14 of the Exchange Act;
- a representation that the recommending stockholder shall provide any other information reasonably requested by the Company; and
- such other information as the Company may reasonably request.

In November 2022, the Board welcomed two new members, Harold Ford and Jay Varma, each of whom was recommended for the Board by separate security holders. Evan Knisely, who has been nominated to join the Board, was recommended for the Board by a security holder.

### **Compensation Committee Interlocks and Insider Participation**

None.

### **Code of Ethics**

SIGA has adopted a Code of Ethics and Business Conduct that applies to its officers, directors and employees including, without limitation, our Chief Executive Officer, Executive Vice President & Chief Financial Officer, General Counsel and Chief Administrative Officer, and Executive Vice President & Chief Scientific Officer. The Code of Ethics and Business Conduct is available on SIGA's website at [www.siga.com](http://www.siga.com) under the "Corporate Governance" section. In the event that there is any amendment to or waiver from any provision of the Code of Ethics and Business Conduct that requires disclosure under SEC or Nasdaq rules, SIGA intends to satisfy these disclosure requirements by posting such information on its website, as permitted by Item 5.05(c) of Form 8-K.

### **Stockholder Communications with the Board of Directors**

SIGA stockholders may send communications to the Board of Directors, any committee of the Board of Directors or an individual director. The process for so communicating is posted on SIGA's website at [www.siga.com](http://www.siga.com) under the "Corporate Governance" section.

### **Board Leadership Structure**

SIGA recognizes that different Board leadership structures may be appropriate for SIGA during different periods of time and under different circumstances. As such, the Board of Directors reviews its leadership structure periodically and considers a variety of structures that may be appropriate. The Board of Directors does not have a policy on whether or not the roles of Chief Executive Officer and Chairman of the Board should be separate, and Company policies do not require a Chairman of the Board. The Board of Directors believes that it should have the flexibility to make a determination from time to time in a manner that is in the best interests of SIGA and its stockholders at the time of such determination. When assessing its leadership structure, the Board considers a range of factors, including: the composition of skills, experience, perspectives and qualifications of Directors; the performance of Directors in leadership roles, both at the Company Board and at other boards of directors; the specific needs and circumstances of the Company during a given time period; investor feedback; and practices at other companies.

Currently, the Company does not have a Chairman. The Company's current lead independent director ("Lead Director") is Mr. Plansky. The Board believes Mr. Plansky was best situated to serve as the Lead Director of the Board during the current term. Responsibilities of the Lead Director include: presiding over executive sessions of the independent directors; serving as a liaison between the CEO and other independent directors; calling meetings of independent directors, when appropriate; and being available for consultation and communication with stockholders, as appropriate. The Company believes the Lead Director's role and responsibilities, combined with the active involvement of our independent directors and board committees, promote strong, independent oversight over management, such that this leadership structure is appropriate. After the annual meeting of stockholders, the independent Directors will select a new Lead Director.

Decisions regarding Board leadership structure are made by the full Board based on a recommendation by the Nominating and Corporate Governance Committee. Feedback from stockholders is considered by the Nominating and Corporate Governance Committee and Board when Board leadership structure is being contemplated.

**The Board's Role in Risk Oversight**

The Board of Directors has an active role, as a whole and at the committee level, in overseeing management of our risks. The Board of Directors regularly reviews information about our financial condition and operations, and the risks associated with each. The Board's Compensation Committee is responsible for overseeing the management of risks relating to our executive compensation plans and arrangements. The Audit Committee oversees management of financial reporting risks and considers the effects of systemic risks inherent in our business. The Nominating Committee manages risks associated with the independence of the Board of Directors, potential conflicts of interest and risks associated with other governance matters. Although each committee is responsible for evaluating certain risks and overseeing the management of those risks, the entire Board of Directors is regularly informed about them through committee reports. The entire Board regularly reviews the overall risk profile of the Company, and receives periodic briefings on any material changes in risk assessments, in particular within the Company's Enterprise Risk Management ("ERM") program. Within the framework of the ERM program, the Board regularly monitors and oversees risk management of key risks such as cyber-related risks and risks associated with any external events that cause material societal and/or business disruptions, such as the COVID-19 pandemic.



**REPORT OF THE AUDIT COMMITTEE**

During the 2022 fiscal year, the Audit Committee, operating under its written charter that has been approved by the full Board of Directors, consisted solely of three independent directors, as defined in Nasdaq Rule 5605(a)(2). Our Board of Directors has determined that each of Michael C. Plansky and Joseph W. Marshall, III qualifies as an audit committee financial expert, within the meaning of the regulations of the Securities and Exchange Commission. The Audit Committee assists the Board of Directors in monitoring the quality and integrity of SIGA's financial statements, the independent registered public accounting firm's qualifications and independence, the performance of the independent registered public accounting firm, SIGA's compliance with applicable legal and regulatory requirements, and SIGA's assessment of financial risk exposures. Management is responsible for SIGA's internal controls and the financial reporting process. The independent registered public accounting firm is responsible for performing an independent audit of SIGA's consolidated financial statements and the effectiveness of its internal control over financial reporting in accordance with generally accepted auditing standards and for issuing its reports on those financial statements and related internal controls. The Audit Committee monitors and oversees these processes.

In this context, the Audit Committee has reviewed and discussed the audited consolidated financial statements as of and for the year ended December 31, 2022 and internal control over financial reporting as of December 31, 2022 with management and with PricewaterhouseCoopers LLP ("PwC"), SIGA's independent registered public accounting firm. Also, the Audit Committee has discussed with PwC the matters required to be discussed by the Public Company Accounting Oversight Board ("PCAOB") and the Securities and Exchange Commission.

The Audit Committee has received the written disclosures and the letter from PwC required by applicable requirements of the PCAOB regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and has discussed with PwC its audit and other fees and the issue of its independence from SIGA. The Audit Committee has concluded that the fees paid to PwC are compatible with its independence.

Based on its review of the audited consolidated financial statements and the various discussions noted above, the Audit Committee recommended to the Board of Directors that the audited financial statements for the year ended December 31, 2022 be included in SIGA's Annual Report on Form 10-K filed with the SEC. The Audit Committee has also recommended, subject to stockholder ratification, the selection of SIGA's independent registered public accounting firm for the year ending December 31, 2023.

Respectfully submitted by the Audit Committee,

Michael C. Plansky, Chairman

Julie M. Kane

Joseph W. "Chip" Marshall, III

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

### Ownership of Common Stock

The following tables set forth certain information regarding the beneficial ownership of SIGA's voting securities as of April 19, 2023 of (i) each person known to SIGA to own beneficially more than 5% of the outstanding Common Stock, (ii) each director and director nominee of SIGA, (iii) each Named Executive Officer (as defined below) and (iv) all directors and executive officers of SIGA as a group. As of April 19, 2023, a total of 71,267,868 shares of Common Stock were outstanding. Each share of Common Stock is entitled to one vote on matters on which holders of Common Stock are eligible to vote. The column entitled "Percentage of Total Voting Stock Outstanding" shows the percentage of total voting stock beneficially owned by each listed party.

The number of shares beneficially owned is determined under rules promulgated by the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under those rules, beneficial ownership includes any shares as to which the individual has sole or shared voting power or investment power and also any shares which the individual has the right to acquire within 60 days of April 19, 2023, through the exercise or conversion of any stock option, convertible security, warrant or other right. Unless otherwise indicated, each person or entity named in the table has sole voting power and investment power (or shares that power with that person's spouse) with respect to all shares of capital stock listed as owned by that person or entity.

Name and Address of Beneficial Owner <sup>(1)</sup>	Amount of Beneficial Ownership <sup>(2)</sup>	Percentage of Common Stock Outstanding
MacAndrews & Forbes Incorporated <sup>(3)</sup> 35 East 62 <sup>nd</sup> Street New York, NY 10065	24,156,358	33.90%
John Latane Lewis, IV <sup>(4)</sup> 4752 Sherwood Farm Charlottesville, VA 22902	4,982,719	6.99%
Jaymie A. Durnan	67,820 <sup>(5)</sup>	*
Harold E. Ford, Jr.	25,000 <sup>(6)</sup>	*
Evan A. Knisely	10,033	*
Julie M. Kane	85,320 <sup>(7)</sup>	*
Joseph W. Marshall III	198,985 <sup>(8)</sup>	*
Gary J. Nabel	52,820 <sup>(9)</sup>	*
Julian Nemirovsky	52,820 <sup>(10)</sup>	*
Holly L. Phillips	52,820 <sup>(11)</sup>	*
Michael C. Plansky	112,820 <sup>(12)</sup>	*
Jay K. Varma	25,000 <sup>(13)</sup>	*
Phillip. L. Gomez, Ph.D.	475,782	*
Daniel J. Luckshire	251,370	*
Dennis E. Hruby, Ph.D.	147,465	*
Robin E. Abrams <sup>(14)</sup>	49,787	*
<b>All executive officers and directors as a group (twelve individuals)</b>	<b>1,548,022<sup>(15)</sup></b>	<b>2.17%</b>

\* Less than 1%

(1) Unless otherwise indicated the address of each beneficial owner identified is 31 East 62<sup>nd</sup> Street, 5<sup>th</sup> floor, New York, New York 10065.

(2) Unless otherwise indicated, each person has sole investment and voting power with respect to the shares indicated. For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares as of a given date which such person has the right to acquire within 60 days after such date. For purposes of computing the percentage of outstanding shares held by each person or group of persons named above on a given date, any security which such person or persons has the right to acquire within 60 days after such date is deemed to be outstanding for the purpose of computing the percentage ownership of such person or persons, but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.

(3) Based on the amended Schedule 13D filed with the SEC on September 17, 2021 by MacAndrews & Forbes Incorporated, reporting beneficial ownership. The underlying beneficial owners, MFV Holdings One LLC and ST Holdings One LLC, are direct wholly owned subsidiaries of MacAndrews & Forbes Group LLC, which is direct wholly owned subsidiary of MacAndrews and Forbes Incorporated. The ROP Revocable Trust dated 1/9/2018, of which Ronald O. Perelman is the sole trustee and beneficiary, is the sole stockholder of MacAndrews & Forbes Incorporated. Each of MacAndrews & Forbes Incorporated, MacAndrews & Forbes LLC, MFV Holdings One LLC, and ST Holdings One LLC has shared voting and dispositive power over 24,156,358 shares of Common Stock.

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- (4) Based on the amended Schedule 13G filed with the SEC on June 5, 2020 by John Latane Lewis, IV reporting beneficial ownership.
- (5) Includes 26,604 shares of Common Stock issuable upon exercise of options. Also includes 10,234 restricted stock units vesting on June 13, 2023. Excludes 4,386 restricted stock units expected to be settled in cash on June 13, 2023.
- (6) Includes 25,000 shares of Common Stock issuable upon exercise of options.
- (7) Includes 26,604 shares of Common Stock issuable upon exercise of options. Also includes 10,234 restricted stock units vesting on June 13, 2023. Excludes 4,386 restricted stock units expected to be settled in cash on June 13, 2023.
- (8) Includes 10,234 restricted stock units vesting on June 13, 2023. Excludes 4,386 restricted stock units expected to be settled in cash on June 13, 2023.
- (9) Includes 26,604 shares of Common Stock issuable upon exercise of options. Also includes 10,234 restricted stock units vesting on June 13, 2023. Excludes 4,386 restricted stock units expected to be settled in cash on June 13, 2023.
- (10) Includes 26,604 shares of Common Stock issuable upon exercise of options. Also includes 10,234 restricted stock units vesting on June 13, 2023. Excludes 4,386 restricted stock units expected to be settled in cash on June 13, 2023.
- (11) Includes 26,604 shares of Common Stock issuable upon exercise of options. Also includes 10,234 restricted stock units vesting on June 13, 2023. Excludes 4,386 restricted stock units expected to be settled in cash on June 13, 2023.
- (12) Includes 26,604 shares of Common Stock issuable upon exercise of options. Also includes 10,234 restricted stock units vesting on June 13, 2023. Excludes 4,386 restricted stock units expected to be settled in cash on June 13, 2023.
- (13) Includes 25,000 shares of Common Stock issuable upon exercise of options.
- (14) Ms. Abrams tendered her resignation as the General Counsel and Chief Administrative Officer, which was effective April 15, 2022.
- (15) See footnotes (5)-(13).

## MANAGEMENT

### Executive Officers

The following table sets forth certain information with respect to the executive officers of SIGA:

Name	Age	Position
Phillip L. Gomez, Ph.D.	56	Chief Executive Officer and Director
Daniel J. Luckshire	52	Executive Vice President, Chief Financial Officer and Corporate Secretary
Dennis E. Hruby, Ph.D.	71	Executive Vice President and Chief Scientific Officer

Phillip L. Gomez began serving as Chief Executive Officer on October 13, 2016 and was appointed as a director on December 6, 2016. Prior to joining SIGA, Dr. Gomez was a Principal in the Pharma & Life Sciences Management Consulting Practice at PricewaterhouseCoopers LLP (“PwC”) from 2011 until 2016. At PwC, and at PRTM Management Consultants (“PRTM”), where he was a Director from 2007-2011 prior its acquisition by PwC, Dr. Gomez led the team that focused on the development and execution of business strategies for leading pharmaceutical companies, governmental agencies, academic medical centers, and foundations with respect to product development and manufacturing of pharmaceutical products. Dr. Gomez joined PRTM from the Vaccine Research Center at the National Institute of Allergy and Infectious Diseases at the NIH, where he worked from 2001 – 2007 and established the Vaccine Production Program, which manufactured vaccines for clinical trials against HIV, SARS, Ebola, West Nile Virus and Influenza. Prior to NIH, Dr. Gomez spent more than nine years in the pharmaceutical industry at Abbott Laboratories, Sanofi Pasteur, and Baxter Healthcare Corporation in positions of increasing responsibility, leading process/product development initiatives and project teams for the development of multiple biologic products. Dr. Gomez holds a Bachelor of Arts degree from Dartmouth College, a Master of Science and a Doctor of Philosophy in chemical engineering from Lehigh University, and a Master of Business Administration from the Smith School of Business at the University of Maryland.

Daniel J. Luckshire has served as Executive Vice President and Chief Financial Officer since February 2011. Prior to joining SIGA, Mr. Luckshire was a strategic advisor and private investor for companies within specialized market segments. Between 1998 and 2008, Mr. Luckshire was an investment banker at Merrill Lynch & Co., where he held various positions of increasing responsibility. Prior to his employment with Merrill Lynch, Mr. Luckshire was a member of the management team that built USI Insurance Services into a national insurance brokerage and was a CPA at PricewaterhouseCoopers LLP. Mr. Luckshire has a Master of Business Administration degree in Finance and Strategic Management from The Wharton School of the University of Pennsylvania and a Bachelor of Science degree from Villanova University.

Dennis E. Hruby, Ph.D. has served as Executive Vice President and Chief Scientific Officer since December 2020. From June 2000 to December 2020, Dr. Hruby served as the Vice President and Chief Scientific Officer. From April 1997 through June 2000, Dr. Hruby was our Vice President of Research. From January 1996 through March 1997, Dr. Hruby served as a senior scientific advisor to SIGA. Dr. Hruby is an Adjunct Courtesy Professor of Microbiology at Oregon State University, and from 1990 to 1993 was Director of the Molecular and Cellular Biology Program and Associate Director of the Center for Gene Research and Biotechnology. Dr. Hruby specializes in virology and cell biology research, and the use of viral and bacterial vectors to produce recombinant vaccines as well as antiviral development. He is a member of the American Society of Virology, the American Society for Microbiology and a fellow of the American Academy of Microbiology. Dr. Hruby received a Ph.D. in microbiology from the University of Colorado Medical Center and a B.S. in microbiology from Oregon State University.

## COMPENSATION DISCUSSION AND ANALYSIS

### Overview

The Compensation Committee of the Board of Directors is responsible for reviewing and recommending to the Board of Directors the compensation of our “named executive officers,” as such term is defined in Regulation S-K promulgated under the Exchange Act (“Named Executive Officers”), as well as our other key employees. In this regard, the Compensation Committee has the responsibility to establish a compensation policy for executive officers and key employees designed to (i) attract and retain the best possible executive talent; (ii) tie annual and long-term cash and stock incentives to achievement of corporate and individual performance objectives; (iii) provide competitive compensation to our officers and key employees to align executives’ incentives with the creation of stockholder value, and (iv) serve the short and long-term interests of the Company.

As a general matter, the compensation policy for officers and key employees has historically included a combination of the following:

- base salary, which is determined on an annual or semi-annual basis,
- annual or other time-based cash incentive compensation, and
- long-term incentive compensation often in the form of equity awards.

This section discusses the principles underlying our executive compensation policies, our decisions in 2022 and the principles that we expect to use in coming years.

### Our Named Executive Officers

For 2022, our Named Executive Officers and their titles were:

Name	Title
Phillip L. Gomez, Ph.D.	Chief Executive Officer and Director
Daniel J. Luckshire	Executive Vice President, Chief Financial Officer and Corporate Secretary
Dennis E. Hrubby, Ph.D.	Executive Vice President and Chief Scientific Officer
Robin E. Abrams*	Former General Counsel and Chief Administrative Officer

\* On March 18, 2022, Ms. Abrams tendered her resignation as the General Counsel and Chief Administrative Officer, which resignation was effective April 15, 2022.

Our named executive officers were our only executive officers during 2022.

### Our Executive Compensation Decision Process

#### Overview

Our Compensation Committee reviews and approves the corporate goals and objectives with respect to the compensation for the Company’s executive officers, including the Chief Executive Officer. In its discretion, the Compensation Committee may establish cash or equity incentive programs and otherwise award cash bonuses or equity-based awards to executive officers and key employees. Annual incentive compensation to our executive officers is payable pursuant to contractual provisions with certain executives that provide eligibility to receive discretionary bonuses and equity-based awards at the sole discretion of the Board of Directors. The Board of Directors’ decisions in such matters have been delegated from time to time to the Compensation Committee. In connection with its review of compensation matters for the Company’s executive officers, the Compensation Committee considers a range of factors, including: the executive’s performance and long-term contribution to achieving the Company’s objectives, the Company’s financial performance, economic and business conditions affecting the Company, the financial condition of the Company, information regarding the compensation of similarly situated executives at peer companies, and historical compensation of Company executives. The Compensation Committee either makes cash or/and equity-based awards or makes recommendations to the Board of Directors with respect to the amounts of such awards based on factors considered.

***Role of Executive Officers in Setting Compensation Decisions***

Regarding most compensation matters, the Chief Executive Officer has historically provided recommendations to the Compensation Committee relying on his personal experience with respect to evaluating the contribution of our other executive officers. Dr. Phillip L. Gomez, our Chief Executive Officer, was involved in compensation recommendations for 2022, with input from our Executive Vice President & Chief Financial Officer, Executive Vice President & Chief Scientific Officer and, during her employment, from our General Counsel & Chief Administrative Officer, in each case as it relates to the compensation of other key employees. The Compensation Committee considers, but retains the right to reject or modify, such recommendations. Although the Chief Executive Officer may attend a portion of the meetings of the Compensation Committee, neither he nor any other member of management may be present during executive sessions of the Compensation Committee. Moreover, the Chief Executive Officer may not be present when decisions with respect to his compensation are made.

***Compensation Advisors***

The Compensation Committee has the authority to retain compensation consultants to advise the Compensation Committee as it deems necessary to carry out its duties. In 2022, the Compensation Committee used the services of Pearl Meyer & Partners (“Pearl Meyer”) as its independent executive compensation consultant in accordance with its Committee Charter. The Compensation Committee has the discretion to use analyses prepared by the consultant as part of its review of SIGA’s executive compensation practices. The consultant reports directly to the Compensation Committee, and the Compensation Committee has the final authority to hire and terminate the consultant.

Pearl Meyer is available to attend meetings of the Compensation Committee when requested, and is available to communicate with the committee chairperson between meetings; however, the Compensation Committee makes all decisions regarding any compensation matters that are discussed with Pearl Meyer.

Pearl Meyer does not provide any consulting advice to SIGA outside of the scope of employee and director compensation. In retaining Pearl Meyer, the Compensation Committee has considered the independence factors required under Nasdaq rules.

***Competitive Market Analysis and Benchmarking***

In reviewing the compensation of the Chief Executive Officer and other executive officers, the Compensation Committee considers the compensation awarded to executives of similarly situated companies, the Company’s performance, the respective individual’s performance and long-term contribution to achieving the Company’s objectives, compensation given to executives in past years, anticipated changes to future duties and other factors the Compensation Committee deems appropriate. The peer group for the Company is periodically updated in consultation with consultants. Setting of the peer group reflects a variety of factors, including: the industry specialization of potential peer companies, the number of commercial drug products in select geographic markets at potential peer companies, the historical market capitalization of SIGA relative to the market capitalization of potential peer companies, and the historical and expected gross and net cash inflows of SIGA relative to the actual and projected commercial revenue and EBIT of potential peer companies. This group of companies provides appropriate compensation benchmarks because of comparable quantitative and qualitative metrics and because these companies may compete with us for executives and other employees.

The group of companies in the 2022 peer group consisted of:

Aerie Pharmaceuticals Inc.*	Omeros Corporation
Biodelivery Sciences International, Inc.*	Paratek Pharmaceuticals, Inc.
Catalyst Pharmaceuticals, Inc.	Rigel Pharmaceuticals, Inc.
Intercept Pharmaceuticals, Inc.	Traverse Therapeutics, Inc.
Mannkind Corp.	Vanda Pharmaceuticals, Inc.

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\* Aerie was acquired in November of 2022 and Biodelivery was acquired in May of 2022.

***Evaluations***

The Compensation Committee evaluates, at least once a year, the performance of our executive officers and other key employees in light of goals and objectives established by the Committee. Based upon these evaluations, the Compensation Committee either adjusts the compensation of such personnel as appropriate or recommends to the

full Board of Directors any adjustment for such personnel, including any change to base salary, incentive cash compensation and equity awards. In its evaluation of the Chief Executive Officer, the Compensation Committee considers overall management of the Company; progress in the performance of strategic, regulatory and commercial activities; identification and development of product candidates; identification and assessment of growth opportunities; and the establishment and maintenance of successful relationships with the Company's customers, potential customers, various funding and research partners, the Board of Directors, and shareholders. In its evaluation of the Executive Vice President & Chief Financial Officer, the Committee considers the Company's financial performance, the Chief Financial Officer's role in achieving our short-term and long-term financial, strategic and operational goals; the Chief Financial Officer's contribution to the management of the Company; the Chief Financial Officer's relationship with shareholders and potential investors; the Chief Financial Officer's efforts with respect to financial regulatory compliance (including compliance with any applicable listing rules, the securities laws and all related regulations) and the preparation of and compliance with the Company's budget; and responsiveness in addressing any financial or operational issues as they arise. In its evaluation of the Company's Executive Vice President & Chief Scientific Officer, the Committee considers achievement of program objectives within budgetary and timeline requirements; the Chief Scientific Officer's contribution to key short-term and long-term business and science initiatives; the Chief Scientific Officer's contribution to scientific, regulatory and clinical responses to emerging trends; relationships with regulators and current and possible future scientific partners; compliance with contract and grant requirements; and management of the Company's research and development facility located in Corvallis, Oregon. For all three of our current Named Executive Officers, the Committee considers performance in connection with government contracts.

### ***Our Compensation Philosophy and Program Objectives***

The overall objectives of the Company's compensation program are to attract and retain the best possible executive talent, to motivate such executives to achieve the goals inherent in the Company's business strategy, to maximize the link between executive and stockholder interests and to recognize individual contributions, as well as overall business results. Results taken into account will include both short-term results of the immediately preceding fiscal year and long-term results, which will include recognition of the Company's performance and achievements likely to contribute to shareholder value creation over a longer period. To achieve these objectives, the Company has developed an overall compensation strategy and specific compensation plans that tie a substantial portion of an executive's compensation to performance.

### ***The Role of Shareholder Advisory Votes on Executive Compensation***

The Company's shareholders are provided with an opportunity to cast an advisory vote every three years on the Company's executive compensation program. At the Company's annual meeting held in June 2020, a majority of the votes cast supported our advisory vote proposal on the Company's executive compensation program. The Compensation Committee will continue to consider the outcome of our past and future advisory vote proposals, including Proposal No. 3 in this Proxy Statement, when making future compensation decisions for the Named Executive Officers.

## **Our Executive Compensation Program**

### ***Overview***

The key elements of the Company's compensation program consist of fixed compensation in the form of base salary, and discretionary awards of variable compensation in the forms of incentive cash compensation and equity awards. The Compensation Committee's policies with respect to each of these elements are discussed below. In addition, while the elements of compensation described below are considered separately, the Compensation Committee takes into account the full compensation package offered by the Company to the individual, including insurance and other benefits, as well as the programs described below.

### ***Base Salary***

The compensation philosophy of the Company is to maintain executive base salary at a competitive level to enable the Company to attract and retain executives and key talent needed to accomplish the Company's goals. In determining the appropriate base salary levels and, to a lesser extent, other compensation elements, the Compensation Committee considers the scope of responsibility, prior experience and past accomplishments, and anticipated changes



to future job responsibilities, as well as historical practices within the Company. Economic, legal and business conditions affecting the Company are also considered. The Compensation Committee also considers historical levels of salary paid by the Company as well as the provisions in the various executives' employment contracts with the Company, which contracts are more fully discussed elsewhere in this proxy statement.

Periodic adjustments in base salary may be merit-based with respect to individual performance or tied to the Company's financial condition or specified in executives' employment agreements or based on other competitive factors. The Compensation Committee takes into account the effect of any transaction outside of the ordinary course of business that has been consummated during the relevant year and, where appropriate, also considers non-financial performance measures. These include the Company's competitive position, scientific developments and improvements in relations with employees and stakeholders.

For each of Dr. Gomez, Mr. Luckshire, and Dr. Hruby, we paid a base salary in 2022 in accordance with such executive's employment agreement. For 2023, the base salaries of these executives were reviewed by our Compensation Committee and Dr. Gomez, Dr. Hruby, and Mr. Luckshire each received a 5% salary increase, effective as of January 1, 2023. The salary percentage increase reflects a series of considerations including the level of compensation increases across employee groups within the Company as well as inflationary factors.

The percentage increase to base salary is consistent with the salary and general compensation guidelines applicable to other employees. The base salary levels of these executives reflect our Compensation Committee's subjective judgment, which took into account each executive's respective position and tenure, our present needs, the general business environment, the executive's individual performance, achievements and prior contributions and anticipated performance levels.

### ***Annual Incentive Compensation***

The Compensation Committee, in its discretion, may establish cash incentive programs and otherwise award bonuses to executive officers and key employees. Annual incentive compensation to our executive officers is payable pursuant to contractual provisions with certain executives that provide eligibility to receive bonuses, in the sole discretion of the Board of Directors or Compensation Committee based on the executive's performance, economic and business conditions affecting the Company, and the financial condition of the Company. The Compensation Committee approves or makes recommendations to the Board of Directors with respect to annual incentive compensation.

### ***2022 Performance Year Bonus Program***

For the 2022 performance year, the Board of Directors approved cash bonuses for executive officers based on the recommendation of the Compensation Committee. The Compensation Committee evaluated the performance of executive officers, and set cash bonus eligibility, within the context of the Company's overall performance. Performance has been assessed by the Compensation Committee and the Board of Directors based upon a range of considerations.

Key corporate goals, as established early each year, provide the Compensation Committee and the Board of Directors with a measurement guide for executive officer performance. Such goals measure progress in the context of strategic, financial, commercial and regulatory activities that are believed to create enterprise value. These corporate goals are heavily weighted toward activities important in the successful performance of our existing government contracts (domestic and/or international), the award of new government contracts (domestic and/or international), the pursuit of emerging opportunities, continued and substantive R&D and regulatory progress in connection with TPOXX, and the building of capabilities that would support long-term growth at the Company. Achievement of pre-specified corporate goals, as well as achievement of corporate goals added during the year in response to new or evolving opportunities, in combination with other considerations as contemplated by the Compensation Committee and the Board of Directors, provided executives with an opportunity to earn a cash bonus. The target annual bonus (the "Target Annual Cash Bonus") is equivalent to annual base salary.

A summary of key corporate goals for the 2022 performance year is as follows:

- Maximize the value of procurement contract opportunities with the U.S. government.
- Generate international sales growth and continue to make substantial progress in expanding the international contract portfolio.
- Continue to make substantial progress in expanding TPOXX label indications and formulations (including post-exposure prophylaxis, mpox, and intravenous formulation).



- Continue to identify and pursue asset maximization (including capital management) and strategic opportunities for the Company.
- Assess, implement and evolve response strategies to the 2022 mpox outbreak and subsequent clinical, procurement and commercial opportunities.
- Effectively manage operations during the COVID-19 pandemic, as well as ensure efficient and compliant operations.

For the 2022 performance year, based on (i) a range of considerations including the achievement of corporate goals and performance during the mpox outbreak and (ii) each individual's contribution to Company performance (as discussed below), the Compensation Committee recommended to the Board of Directors, that Dr. Gomez be paid a performance cash bonus equivalent to his Target Annual Cash Bonus; Mr. Luckshire be paid a performance cash bonus equivalent to 1.05x his Target Annual Cash Bonus; and Dr. Hruby be paid a performance cash bonus equivalent to 1.10x his Target Annual Cash Bonus. When reviewing Company and individual performance, the Compensation Committee considered a range of performance details, including: the number of new procurement contracts in 2022 and the amount of sales generated by such contracts; the amount of product sales achieved in a year in which there were no scheduled oral TPOXX expirations within the U.S. government's stockpile; and the number of regulatory approvals for TPOXX in 2022.

For Dr. Gomez, the Board of Directors approved a cash bonus of \$869,456 based on the recommendation of the Compensation Committee. In the Compensation Committee's evaluation of Dr. Gomez's contribution to the Company's performance, a broad range of factors were considered, including: Dr. Gomez's role in the Company's performance in the context of corporate goals; the overall management of the Company; progress in the performance of strategic, regulatory and commercial activities; identification and development of product candidates; identification and assessment of growth opportunities; the establishment and maintenance of successful relationships with the Company's customers, potential customers, various funding and research partners, the Board of Directors and shareholders; the Company's response to the mpox outbreak; and Dr. Gomez's leadership with respect to government procurement and development contracts and business development initiatives.

For Mr. Luckshire, the Board of Directors approved a cash bonus of \$709,070 based on the recommendation of the Compensation Committee. In the Compensation Committee's evaluation of Mr. Luckshire's contribution to the Company's performance, a broad range of factors were considered, including: Mr. Luckshire's role in the Company's performance in the context of corporate goals; Mr. Luckshire's contribution to the management of the Company; Mr. Luckshire's relationships with shareholders and potential investors; Mr. Luckshire's efforts with respect to financial regulatory compliance (including compliance with any applicable listing rules, securities laws and all related regulations), and the preparation of and compliance with the Company's budget; Mr. Luckshire's responsiveness in addressing any timely financial or operational developments as they arose; the Company's response to the mpox outbreak; and Mr. Luckshire's substantive role in the performance of government procurement contracts.

For Dr. Hruby, the Board of Directors approved a cash bonus of \$739,156 based on the recommendation of the Compensation Committee. In the Compensation Committee's evaluation of Dr. Hruby's contribution to the Company's performance, a broad range of factors were considered, including: Dr. Hruby's role in the Company's performance in the context of corporate goals; Dr. Hruby's achievement of development program objectives within budgetary requirements; Dr. Hruby's contribution to key business initiatives; Dr. Hruby's relationships with regulators and current and possible future scientific partners; compliance with government contract requirements; Dr. Hruby's management of the Company's research and development facility located in Corvallis, Oregon; the Company's response to the mpox outbreak; Dr. Hruby's contribution to scientific, regulatory and clinical responses to emerging trends; and Dr. Hruby's substantial role in the performance of development and procurement contracts with the U.S. government.

The cash bonuses for Dr. Gomez, Mr. Luckshire, and Dr. Hruby were paid in March 2023.

We believe that our annual incentive bonus program motivates and encourage our executives to fulfill or exceed our objectives and provide us with the opportunity to maximize long-term value creation for the Company.

#### ***Long-Term Equity Incentive Awards***

The Compensation Committee believes that granting equity-based incentives can provide officers and employees with a strong economic interest in maximizing stock price appreciation over the long term. The Committee also believes that the practice of granting equity-based incentives can be useful in retaining and recruiting the key

talent necessary to ensure the Company's continued success. This element of compensation is governed by the Company's 2010 Stock Incentive Plan (the "2010 Plan") which provides for grants of incentive stock options ("ISOs"); nonqualified stock options; stock appreciation rights ("SARs"); restricted stock units ("RSUs"); and shares of restricted and unrestricted stock to our executives, directors and employees. The 2010 Plan is administered by our Compensation Committee, which reviews management's recommendations concerning persons to be granted awards, and determines the number of and type of equity-based awards to be granted to each such person, and the terms and conditions of any grant as permitted under the 2010 Plan.

In determining whether to grant a share-based award to a Named Executive Officer and if so, in assessing the size of a share-based award, the Compensation Committee considers not only competitive market factors, changes in responsibility, prior year compensation and the executive officer's performance, but also the number, term and vesting of stock-based awards previously granted to the officer. The Compensation Committee may also consider the total compensation package or changes made thereto, when determining whether to make a stock-based award. The number of shares granted to a Named Executive Officer, and whether shares are granted, is determined by the Compensation Committee based on its consideration of the nature of the Named Executive Officer's individual responsibilities and short and long-term contributions. In connection with its review of compensation matters for the Company's executive officers, the Compensation Committee also reviews information regarding the overall compensation, including stock-based awards, of similarly situated executives at peer companies. In 2022, there were no share-based awards to Named Executive Officers.

#### ***Additional Benefits and Perquisites***

Our officers and key employees are entitled to participate in the benefit plans which are generally available to all employees, including health, dental, life, and accidental disability. For each of these benefit plans, the Company makes contributions to the premiums paid to the plans. The Company also offers a 401(k) defined contribution plan, but it makes no contribution to the 401(k) plan. In each case, we provide these benefits to our executive officers on the same basis as our other employees.

#### ***Severance and Change of Control Agreements***

We also provide our executive officers with severance and change of control arrangements in their employment contracts. We believe that severance and change of control packages are a common characteristic of compensation for key executive officers. They are intended to provide our executive officers with a sense of security in making the commitment to dedicate their professional careers to our success. Due to our size relative to other public companies and our operating history, we believe that severance and change of control arrangements are necessary to help us attract and retain necessary skilled and qualified executive officers to continue to grow our business. Details with respect to our severance and change of control arrangements with our executive officers are set forth below under the heading "Potential Payments upon Termination or Change of Control."

#### ***Our Compensation Policies***

##### ***Section 162(m) Policy***

Section 162(m) of the Internal Revenue Code, as amended by the Tax Cuts and Jobs Act, now limits the deductibility of compensation over \$1 million in any year paid to the Chief Executive Officer, the Chief Financial Officer and any of the three highest paid other executive officers. The Compensation Committee takes into account the deductibility of compensation in determining Named Executive Officer compensation. However, the Compensation Committee retains its discretion to authorize compensation payments that do not qualify for the exemptions in Section 162(m) when the Compensation Committee believes that such payments are appropriate.

##### ***Common Stock Ownership Requirements***

While we have not adopted a formal written policy on common stock ownership requirements, part of our compensation philosophy involves common stock ownership by our executive officers because we believe that it helps align their financial interests with those of our stockholders.

##### ***Hedging Policy***

Pursuant to the Company's securities trading policy, directors and officers (as well as all other employees) of the Company are prohibited from engaging in "hedging" transactions, such as prepaid variable forwards, equity swaps, collars and exchange funds unless pre-cleared by the Company's general counsel, and are also prohibited from

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short-selling Company securities (i.e., selling Company securities that the officer, other employee or director does not own in the expectation that the price will decline), in a manner which is contrary to the provisions of Section 16(c) of the Exchange Act, regardless of whether Section 16(c) applies to such person.

### ***Timing of Awards***

Our Compensation Committee has the authority to issue equity awards under our incentive plan. The Compensation Committee strives to ensure that any award is made in such a manner to avoid even the appearance of manipulation because of its award date.

### ***Financial Restatement***

Although we have not adopted a formal written policy, it is our Board of Directors' informal policy that the Compensation Committee will, to the extent permitted by governing law, have the sole and absolute authority and discretion in consultation with the Board of Directors, to make retroactive adjustments to any cash or equity based incentive payments to executive officers where the payment was based upon the achievement of certain financial results that were subsequently the subject of a restatement, without regard to misconduct being involved. If the Compensation Committee chose to exercise this discretion, we would seek to recover any amount determined to have been improperly paid to the executive officer. We will adopt a recoupment policy in accordance with the final "claw-back" rule upon its finalization by Nasdaq.

## COMPENSATION COMMITTEE REPORT

The Compensation Committee, comprised of independent directors, has reviewed and discussed with management the Compensation Discussion and Analysis included in this proxy statement. Based on the review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

Respectfully submitted by the  
Compensation Committee,

Julie M. Kane, Chairperson

Gary J. Nabel

Julian Nemirovsky

### Summary Compensation Table

The following table sets forth the total compensation of the Company's Named Executive Officers for the last three fiscal years ended December 31, 2022:

Name and Principal Position	Year	Salary (\$)	Bonus (\$) <sup>(1)</sup>	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All other Compensation (\$)	Total (\$)
Phillip L. Gomez, Ph.D. <i>Chief Executive Officer</i>	2022	869,456	869,456	—	—	—	—	1,738,912
	2021	844,132	844,132	—	—	—	—	1,688,264
	2020	819,545	819,545	—	—	—	—	1,639,090
Daniel J. Luckshire <i>Executive Vice President, &amp; Chief Financial Officer</i>	2022	675,305	709,070	—	—	—	—	1,384,375
	2021	655,636	655,636	—	—	—	—	1,311,272
	2020	636,540	636,540	—	—	—	—	1,273,080
Dennis E. Hruby, Ph.D. <i>Executive Vice President &amp; Chief Scientific Officer</i>	2022	671,960	739,156	—	—	—	—	1,411,116
	2021	652,388	652,388	—	—	—	—	1,304,776
	2020	633,386	633,386	—	—	200,000 <sup>(2)</sup>	—	1,466,772
Robin E. Abrams <sup>(3)</sup> <i>Former General Counsel and Chief Administrative Officer</i>	2022	186,121	—	—	—	—	—	186,121
	2021	619,544	619,544	—	—	—	—	1,239,088
	2020	551,499	551,499	—	—	—	—	1,102,998

(1) Bonuses are shown in the year in which they were accrued and earned.

(2) Represents a cash milestone bonus of \$200,000 under an addendum to Dr. Hruby's amended and restated employment agreement on August 10, 2018 pursuant to which Dr. Hruby became eligible for two potential milestone bonuses of \$200,000 each, subject to continued employment as the Company's Chief Scientific Officer.

(3) On March 18, 2022, Ms. Abrams tendered her resignation as the General Counsel and Chief Administrative Officer, which resignation was effective April 15, 2022.

### Equity Awards

No plan-based awards were granted to any Named Executive Officer in 2022.

### Outstanding Equity Awards at Fiscal Year End

There are no unexercised options and equity incentive plan awards for each Named Executive Officer as of December 31, 2022.

### Employment Agreements

We currently have employment agreements with Dr. Gomez, Mr. Luckshire and Dr. Hruby.

#### Phillip L. Gomez – Chief Executive Officer

On October 13, 2016, we entered into an employment agreement with Dr. Phillip L. Gomez, our Chief Executive Officer. Pursuant to the employment agreement, we agreed to pay to Dr. Gomez an annual base salary of \$750,000, subject to an automatic increase of three percent (3%) above the amount of his base salary in effect at the end of the prior calendar year, beginning with January 1, 2018 and ending on the third (3rd) anniversary of the occurrence of a Change of Control. The Board of Directors may increase Dr. Gomez's base salary by additional discretionary amounts but any such additional discretionary amounts shall be disregarded when calculating the amount of any automatic increase in Dr. Gomez's base salary. On January 1, 2023, Dr. Gomez's base salary was adjusted to \$912,929 pursuant to an annual increase approved by the Board of Directors. Starting in 2018 and thereafter, Dr. Gomez has been eligible to receive an annual cash bonus, the target of which is 100% of his base salary. In the event of a Change of Control of the Company, Dr. Gomez shall receive an annual cash bonus for the year in which the Change of Control occurs equal to the greater of (i) the Target Annual Bonus for such year or (ii) the annual bonus determined based upon the applicable performance criteria and goals for such year, provided that Dr. Gomez remains employed on the last day of such calendar year. The term of his employment, pursuant to the employment agreement, expired at the end of the two (2) year anniversary from when the agreement became effective.

and automatically renews for additional one (1) year periods unless notice of non-renewal is given; provided, however, that the agreement shall not automatically renew upon the expiration of any subsequent term that ends following the third (3rd) anniversary of the occurrence of a Change of Control.

Details with respect to our severance obligations to Dr. Gomez are set forth below under the heading “Potential Payments upon Termination or Change of Control.”

On January 13, 2023, Dr. Gomez provided notice to the Company of his intent to retire as Chief Executive Officer of the Company in 2023 and to resign from the Board of Directors when he ceases to serve as Chief Executive Officer. The Board has initiated a search for Dr. Gomez’s successor, and Dr. Gomez is expected to remain in his current role as Chief Executive Officer of the Company until his successor commences services as Chief Executive Officer of the Company. Dr. Gomez’s departure is not a result of any disagreement with the Company relating to the Company’s operations, policies or practices.

Concurrent with Dr. Gomez’s notice to the Board, on January 13, 2023, the Company entered into a transition agreement (the “Transition Agreement”) with Dr. Gomez. The Transition Agreement provides that Dr. Gomez will continue to serve as Chief Executive Officer of the Company until a new Chief Executive Officer commences services with the Company in such role. Upon such appointment of a new Chief Executive Officer, Dr. Gomez will continue to be employed with the Company as a senior advisor to the new Chief Executive Officer for up to 30 days (the end of such period, the “Transition Date”). Prior to the Transition Date, Dr. Gomez will continue to receive compensation and benefits as provided under the terms of his employment agreement with the Company as described above, including his annual bonus for 2022 to be paid in March 2023, and a pro-rated annual bonus for 2023 based on actual performance to be paid in March 2024. Following the Transition Date, Dr. Gomez will be available to provide consulting services to the Company for 12 months following the Transition Date, and he will receive monthly retainer fees equal to 50% of his monthly base rate as in effect immediately prior to the Transition Date. The Transition Agreement also provides that Dr. Gomez will continue to be subject to the non-competition and non-solicitation covenants set forth in his Employment Agreement until the later of the (i) first anniversary of the date that Dr. Gomez ceases employment with the Company or (ii) termination of the consulting period.

***Daniel J. Luckshire – Executive Vice President & Chief Financial Officer***

Pursuant to the amended and restated employment agreement (the “Post-Plan Luckshire Agreement”) that became effective on April 12, 2016 (the effective date of the Plan of Reorganization filed with the Bankruptcy Court for the Southern District of New York in connection with the Company’s then-pending chapter 11 case (as amended the “POR”)), we agreed to pay to Mr. Luckshire an annual base salary of \$506,480, subject to an automatic increase of three percent (3%) above the amount of his base salary in effect at the end of the prior calendar year. The automatic increase terminates upon the third (3rd) anniversary of the occurrence of a Change of Control. The Compensation Committee may increase Mr. Luckshire’s base salary by additional discretionary amounts but any such additional discretionary amounts shall be disregarded when calculating the amount of any automatic increase in Mr. Luckshire’s base salary. Effective January 1, 2018, Mr. Luckshire’s base salary was adjusted to \$600,000 pursuant to review and approval by the Compensation Committee. On January 1, 2023, Mr. Luckshire’s base salary was adjusted to \$709,070 pursuant to an annual increase approved by the Board of Directors. Under the terms of the Post-Plan Luckshire Agreement, Mr. Luckshire is also eligible to receive an annual cash bonus, the target of which is 100% of his base salary. In the event of a Change of Control of the Company, Mr. Luckshire shall receive an annual cash bonus for the year in which the Change of Control occurs equal to the greater of (i) the Target Annual Bonus for such year or (ii) the annual bonus determined based upon the applicable performance criteria and goals for such year, provided that Mr. Luckshire remains employed on the last day of such calendar year. The term of his employment, pursuant to the Post-Plan Luckshire Agreement, expired at the end of the two (2) year anniversary from when the agreement became effective and automatically renews for additional one (1) year periods unless notice of non-renewal is given; provided, however, that the agreement shall not automatically renew upon the expiration of any subsequent term that ends following the third (3rd) anniversary of the occurrence of a Change of Control.

Details with respect to our severance obligations to Mr. Luckshire are set forth below under the heading “Potential Payments upon Termination or Change of Control.”

***Dennis E. Hruby – Executive Vice President & Chief Scientific Officer***

Pursuant to the amended and restated employment agreement (the “Post-Plan Hruby Agreement”) that became effective on April 12, 2016 (the effective date of the POR), we agreed to pay to Dr. Hruby an annual base salary of \$562,755, subject to an automatic increase of three percent (3%) above the amount of his base salary in effect at the

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end of the prior calendar year. The automatic increase terminates upon the third (3rd) anniversary of the occurrence of a Change of Control. The Compensation Committee may increase Dr. Hruby's base salary by additional discretionary amounts but any such additional discretionary amounts shall be disregarded when calculating the amount of any automatic increase in Dr. Hruby's base salary.

In recognition of Dr. Hruby's contribution to FDA approval of oral TPOXX for the treatment of smallpox and in consideration of Dr. Hruby's role in ongoing development initiatives for TPOXX, the Company and Dr. Hruby entered into an addendum to Dr. Hruby's amended and restated employment agreement on August 10, 2018 pursuant to which Dr. Hruby became eligible for two potential milestone bonuses of \$200,000 each. The first bonus was earned when Dr. Hruby was still employed with the Company and performing the functions of Chief Scientific Officer substantially in accordance with current job responsibilities as of December 31, 2019 and the second bonus was earned when Dr. Hruby was still employed by the Company and performing the functions of Chief Scientific Officer as noted above as of December 31, 2020. SIGA would not have paid any prorated share of any milestone bonus if Dr. Hruby's employment with the Company ended before either milestone bonus was earned.

On January 1, 2023, Dr. Hruby's base salary was adjusted to \$705,558 pursuant to an annual increase approved by the Board of Directors.

Under the terms of the Post-Plan Hruby Agreement, Dr. Hruby is also eligible to receive an annual cash bonus (separate from the milestone bonuses described above), the target of which is 100% of his base salary. In the event of a Change of Control of the Company, Dr. Hruby shall receive an annual cash bonus for the year in which the Change of Control occurs equal to the greater of (i) the Target Annual Bonus for such year or (ii) the annual bonus determined based upon the applicable performance criteria and goals for such year, provided that Dr. Hruby remains employed on the last day of such calendar year. The term of his employment, pursuant to the Post-Plan Hruby Agreement, expired at the end of the two (2) year anniversary from when the agreement became effective and automatically renews for additional one (1) year periods unless notice of non-renewal is given; provided, however, that the agreement shall not automatically renew upon the expiration of any subsequent term that ends following the third (3rd) anniversary of the occurrence of a Change of Control.

Details with respect to our severance obligations to Dr. Hruby are set forth below under the heading "Potential Payments upon Termination or Change of Control."

### ***Robin E. Abrams – Former General Counsel & Chief Administrative Officer***

On March 18, 2022, Ms. Abrams tendered her resignation as the General Counsel and Chief Administrative Officer, which resignation was effective April 15, 2022.

Due to her resignation, Ms. Abrams will not be entitled to severance payments and benefits.

### **Option Exercises and Stock Vested**

The following table sets forth any exercises of stock options and the vesting of restricted stock units for each of the Named Executive Officers for the year ended December 31, 2022:

Name	Option Awards	Stock Awards		
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Phillip L. Gomez, Ph.D.	—	—	—	—
Daniel J. Luckshire	—	—	—	—
Dennis E. Hruby, Ph.D.	—	—	—	—



**Potential Payments upon Termination or Change of Control**

***Severance Arrangement for Phillip L. Gomez***

The following table and footnotes describe and quantify the potential payments to Dr. Gomez pursuant to his employment agreement upon termination, change of control or in the event that his contract is not renewed, assuming that such termination, change of control or non-renewal was effective as of December 31, 2022:

	Termination by the Company without cause (or by the officer for good cause)	Termination upon death or disability	Termination by the Company due to a change in control
Aggregate cash payments	<u>\$869,456</u>	<u>\$—</u>	<u>\$1,738,912</u>
Total	<u>\$869,456</u>	<u>\$—</u>	<u>\$1,738,912</u>

Pursuant to the Dr. Gomez's employment agreement, the following termination and change of control-related circumstances would trigger payments or the provision of other benefits:

- Termination by the Company without cause or by Dr. Gomez for good reason.
- Termination by the Company without cause or by Dr. Gomez for good reason in the period that begins 90 days prior to the occurrence of a change of control and ends on the second anniversary of the occurrence of a change of control.
- Termination by the Company for cause or by Dr. Gomez without good reason.
- Termination by the Company based on Dr. Gomez's death or total disability.

If Dr. Gomez's employment agreement is terminated without cause or if Dr. Gomez terminates his employment for good reason, he will be entitled to the following: (i) any accrued but unpaid salary for services rendered through the date of termination; (ii) any vacation accrued to the date of termination in accordance with Company policy; (iii) any accrued but unpaid expenses through the date of termination required to be reimbursed in accordance with his employment agreement; (iv) any benefits to which he may be entitled upon termination pursuant to the plans, programs and grants referred to in his employment agreement in accordance with the terms of such plans, programs and grants; (v) the continued payment of his salary for one (1) year; (vi) the payment of any accrued but unpaid guaranteed bonus and any accrued and unpaid annual bonuses with respect to the prior full calendar year; and (vii) the Company shall take all such action as is necessary such that all stock options and other stock-based grants shall, immediately and irrevocably vest and, to the extent applicable, become exercisable as of the date of termination and shall remain exercisable for a period of not less than one (1) year from the date of termination, or, if earlier, the expiration of the term of such equity award.

If Dr. Gomez's employment agreement is terminated during the Change of Control Period other than for cause or if Dr. Gomez terminates his employment during the Change of Control Period for good reason, he will be entitled to the following: (i) any accrued but unpaid salary for services rendered through the date of termination; (ii) any vacation accrued to the date of termination in accordance with Company policy; (iii) any accrued but unpaid expenses through the date of termination required to be reimbursed in accordance with his employment agreement; (iv) any benefits to which he may be entitled upon termination pursuant to the plans, programs and grants referred to in his employment agreement in accordance with the terms of such plans, programs and grants; (v) the continued payment of his salary for one (1) year; (vi) the payment of any accrued but unpaid guaranteed bonus and the payment of any accrued but unpaid annual bonuses with respect to the prior full calendar year; (vii) a pro rata portion of the annual bonus for the year of termination; and (viii) the Company shall take all such action as is necessary such that all stock options and other stock-based grants to Dr. Gomez shall immediately and irrevocably vest and, to the extent applicable, become exercisable as of the date of termination and shall remain exercisable for a period of not less than one (1) year from the date of termination, or, if earlier, the expiration of the term of such equity award.

If Dr. Gomez's employment is terminated by reason of death or total disability, by the Company for cause or if he voluntarily terminates his employment without good reason, he (or his estate and beneficiaries) will be entitled to the following: (i) any accrued but unpaid salary for services rendered through the date of termination; (ii) any vacation accrued to the date of termination, in accordance with Company policy; (iii) any accrued but unpaid expenses through the date of termination required to be reimbursed in accordance with his employment agreement; (iv) any benefits to which he may be entitled upon termination pursuant to the plans, programs and grants referred



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to in his employment agreement in accordance with the terms of such plans, programs and grants; and (v) payment of any accrued but unpaid annual bonuses with respect to the prior full calendar year as determined by the Compensation Committee in good faith and payable in cash in accordance with his employment agreement. In addition, if Dr. Gomez's employment is terminated due to death or total disability, then Dr. Gomez shall also be entitled to the payment of any accrued but unpaid guaranteed bonus.

### *Severance Arrangement for Daniel J. Luckshire*

The following table and footnotes describe and quantify the potential payments to Mr. Luckshire pursuant to the Post-Plan Luckshire Agreement upon termination, change of control or in the event that his contract is not renewed, assuming that such termination, change of control or non-renewal was effective as of December 31, 2022:

	Termination by the Company without cause (or by the officer for good cause)	Termination upon death or disability	Termination by the Company due to a change in control
Aggregate cash payments	\$675,305	\$—	\$1,384,375
Total	\$675,305	\$—	\$1,384,375

Pursuant to the Post-Plan Luckshire Agreement, the following termination and change of control-related circumstances would trigger payments or the provision of other benefits:

- Termination by the Company without cause or by Mr. Luckshire for good reason.
- Termination by the Company without cause or by Mr. Luckshire for good reason in the period that begins 90 days prior to the occurrence of a change of control and ends on the second anniversary of the occurrence of a change of control.
- Termination by the Company for cause or by Mr. Luckshire without good reason.
- Termination by the Company based on Mr. Luckshire's death or total disability.

If the Post-Plan Luckshire Agreement is terminated or non-renewed without cause or if Mr. Luckshire terminates his employment for good reason, he will be entitled to the following: (i) any accrued but unpaid salary for services rendered through the date of termination; (ii) any vacation accrued to the date of termination in accordance with Company policy; (iii) any accrued but unpaid expenses through the date of termination required to be reimbursed in accordance with his employment agreement; (iv) any benefits to which he may be entitled upon termination pursuant to the plans, programs and grants referred to in his employment agreement in accordance with the terms of such plans, programs and grants; (v) the continued payment of his salary for one (1) year; (vi) the payment of any accrued but unpaid annual bonuses with respect to the prior full calendar year; and (vii) the Company shall take all such action as is necessary such that all stock options and other stock-based grants shall immediately and irrevocably vest and, to the extent applicable, become exercisable as of the date of termination and shall remain exercisable for a period of not less than one (1) year from the date of termination, or, if earlier, the expiration of the term of such equity award.

If the Post-Plan Luckshire Agreement is terminated during the Change of Control Period other than for cause or if Mr. Luckshire terminates his employment during the Change of Control Period for good reason, he will be entitled to the following: (i) any accrued but unpaid salary for services rendered through the date of termination; (ii) any vacation accrued to the date of termination in accordance with Company policy; (iii) any accrued but unpaid expenses through the date of termination required to be reimbursed in accordance with his employment agreement; (iv) any benefits to which he may be entitled upon termination pursuant to the plans, programs and grants referred to in his employment agreement in accordance with the terms of such plans, programs and grants; (v) the continued payment of his salary for one (1) year; (vi) the payment of any accrued but unpaid annual bonuses with respect to the prior full calendar year; (vii) a pro rata portion of the annual bonus for the year of termination; and (viii) the Company shall take all such action as is necessary such that all stock options and other stock-based grants to Mr. Luckshire shall immediately and irrevocably vest and, to the extent applicable, become exercisable as of the date of termination and shall remain exercisable for a period of not less than one (1) year from the date of termination, or, if earlier, the expiration of the term of such equity award.

If Mr. Luckshire's employment is terminated by reason of death or total disability, by the Company for cause or if he voluntarily terminates his employment without good reason, he (or his estate and beneficiaries) will be entitled to the following: (i) any accrued but unpaid salary for services rendered through the date of termination;

(ii) any vacation accrued to the date of termination, in accordance with Company policy; (iii) any accrued but unpaid expenses through the date of termination required to be reimbursed in accordance with his employment agreement; (iv) any benefits to which he may be entitled upon termination pursuant to the plans, programs and grants referred to in his employment agreement in accordance with the terms of such plans, programs and grants; and (v) payment of any accrued but unpaid annual bonuses with respect to the prior full calendar year as determined by the Compensation Committee in good faith and payable in cash in accordance with his employment agreement.

***Severance Arrangement for Dennis E. Hruby***

The following table and footnotes describe and quantify the potential payments to Dr. Hruby pursuant to the Post-Plan Hruby Agreement upon termination, change of control or in the event that his contract is not renewed, assuming that such termination, change of control or non-renewal was effective as of December 31, 2022:

	Termination by the Company without cause (or by the officer for good cause)	Termination upon death or disability	Termination by the Company due to a change in control
Aggregate cash payments	\$1,343,920	\$—	\$2,083,076
Total	<u>\$1,343,920</u>	<u>\$—</u>	<u>\$2,083,076</u>

Pursuant to the Post-Plan Hruby Agreement, the following termination and change of control-related circumstances would trigger payments or the provision of other benefits:

- Termination by the Company without cause or by Dr. Hruby for good reason.
- Termination by the Company without cause or by Dr. Hruby for good reason in the period that begins 90 days prior to the occurrence of a change of control and ends on the second anniversary of the occurrence of a change of control.
- Termination by the Company for cause or by Dr. Hruby without good reason.
- Termination by the Company based on Dr. Hruby's death or total disability.

If the Post-Plan Hruby Agreement is terminated or non-renewed without cause or if Dr. Hruby terminates his employment for good reason, he will be entitled to the following: (i) any accrued but unpaid salary for services rendered through the date of termination; (ii) any vacation accrued to the date of termination in accordance with Company policy; (iii) any accrued but unpaid expenses through the date of termination required to be reimbursed in accordance with his employment agreement; (iv) any benefits to which he may be entitled upon termination pursuant to the plans, programs and grants referred to in his employment agreement in accordance with the terms of such plans, programs and grants; (v) the continued payment of his salary for two (2) years (except in the case of non-renewal, in which event such continued payment will be for one (1) year); (vi) the payment of any accrued but unpaid annual bonuses with respect to the prior full calendar year; and (vii) the Company shall take all such action as is necessary such that all stock options and other stock-based grants shall immediately and irrevocably vest and, to the extent applicable, become exercisable as of the date of termination and shall remain exercisable for a period of not less than one (1) year from the date of termination, or, if earlier, the expiration of the term of such equity award.

If the Post-Plan Hruby Agreement is terminated during the Change of Control Period other than for cause or if Dr. Hruby terminates his employment during the Change of Control Period for good reason, he will be entitled to the following: (i) any accrued but unpaid salary for services rendered through the date of termination; (ii) any vacation accrued to the date of termination in accordance with Company policy; (iii) any accrued but unpaid expenses through the date of termination required to be reimbursed in accordance with his employment agreement; (iv) any benefits to which he may be entitled upon termination pursuant to the plans, programs and grants referred to in his employment agreement in accordance with the terms of such plans, programs and grants; (v) the continued payment of his salary for two (2) years; (vi) the payment of any accrued but unpaid annual bonuses with respect to the prior full calendar year; (vii) a pro rata portion of the annual bonus for the year of termination; and (viii) the Company shall take all such action as is necessary such that all stock options and other stock-based grants to Dr. Hruby shall immediately and irrevocably vest and, to the extent applicable, become exercisable as of the date of termination and shall remain exercisable for a period of not less than one (1) year from the date of termination, or, if earlier, the expiration of the term of such equity award.

If the Dr. Hruby's employment is terminated by reason of death or total disability, for cause or if he voluntarily terminates his employment without good reason, he (or his estate or beneficiaries) will be entitled to the following: (i) any accrued but unpaid salary for services rendered through the date of termination; (ii) any vacation accrued to the date of termination, in accordance with Company policy; (iii) any accrued but unpaid expenses through the date of termination required to be reimbursed in accordance with his employment agreement; (iv) any benefits to which he may be entitled upon termination pursuant to the plans, programs and grants referred to in his employment agreement in accordance with the terms of such plans, programs and grants; and (v) payment of any accrued but unpaid annual bonuses with respect to the prior full calendar year as determined by the Compensation Committee in good faith and payable in cash in accordance with his employment agreement.

### ***Other General Terms***

#### *Circumstances Triggering Payments*

"Cause", "good reason" and "change of control" are defined in Dr. Gomez, Mr. Luckshire, and Dr. Hruby's current employment agreements as follows:

"Cause" generally includes:

- executive officer's neglect or failure or refusal to perform his duties under the applicable employment agreement (other than as a result of total or partial incapacity due to physical or mental illness);
- any act by or omission of executive officer constituting gross negligence or willful misconduct in connection with the performance of his duties that could reasonably be expected to materially injure the reputation, business or business relationships of the Company or any of its affiliates;
- perpetration of an intentional and knowing fraud against or affecting the Company or any of its affiliates or any customer, client, agent, or employee thereof;
- the commission by or indictment of executive officer for (A) a felony or (B) any misdemeanor involving moral turpitude, deceit, dishonesty or fraud ("indictment", for these purposes, meaning a United States-based indictment, probable cause hearing or any other procedure pursuant to which an initial determination of probable or reasonable cause with respect to such offense is made);
- the breach of a covenant set forth in the applicable employment agreement; or
- any other material breach of the applicable employment agreement.

"Good reason" generally includes:

- the Company failing to pay executive officer his base salary;
- executive officer no longer holding his agreed upon office or offices of equivalent stature, or his functions and/or duties being materially diminished; or
- executive officer's job site being involuntarily relocated to a location which is more than fifty (50) miles from the agreed upon location.

A "Change of Control" is (or would have been) deemed to occur:

- upon the consummation of a transaction or a series of related transactions pursuant to which any "person" (as such term is used in Sections 13(d) and 14(d)(2) of the Exchange Act), other than executive officer, his designee(s) or "affiliate(s)" (as defined in Rule 12b-2 under the Exchange Act), is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of the Company representing forty percent (40%) or more of the combined voting power of the Company's then outstanding securities;
- upon stockholders of the Company approving a merger or consolidation of the Company with any other entity, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) more than eighty percent (80%) of the combined voting power of the voting securities of the Company or such surviving entity outstanding immediately after such merger or consolidation; or

- upon the stockholders of the Company approving a plan of complete liquidation of the Company or an agreement for the sale or disposition by the Company of, or the Company sells or disposes of, all or substantially all of the Company's assets.
- if, subsequent to the Plan Covenant Termination Date (as defined in the POR), the following individuals cease for any reason to constitute a majority of the number of directors then serving on the Board of Directors: individuals who, on the day immediately preceding the Effective Date of the POR, constitute the Board of Directors and any new director whose appointment or election by the Board of Directors or nomination for election by the Company's stockholders was approved or recommended by a vote of at least a majority of the directors then still in office who either were directors on the day immediately preceding the Effective Date of the POR or whose appointment, election or nomination for election was previously so approved or recommended, but excluding (i) any director whose initial assumption of office is in connection with an actual or threatened election contest (including, but not limited to, a consent or proxy solicitation, relating to the election of directors of the Company by or on behalf of a person other than the Board of Directors) and (ii) any director whose initial assumption of office is in connection with the POR;

#### *Non-Competition Provisions*

Pursuant to the current employment agreements for Dr. Gomez, Mr. Luckshire, and Dr. Hruby, during the respective terms thereof plus an additional twelve (12) months thereafter for Dr. Gomez and Mr. Luckshire, and an additional twenty-four (24) months thereafter for Dr. Hruby, all of Dr. Gomez, Mr. Luckshire, and Dr. Hruby have agreed not to engage in any competitive business with us, induce our employees to terminate their employment or solicit our customers. We have agreed to indemnify each of them under their respective employment agreements for liabilities incurred because of their employment and to provide each of them with the full protection of any directors' and officers' liability insurance policies maintained generally for the benefit of our officers.

#### **CEO Pay Ratio**

Our CEO Pay Ratio was calculated in compliance with the requirements set forth in Item 402(u) of Regulation S-K. Based on SEC rules for this disclosure and applying the methodology described below, we determined that our median employee's total compensation was \$124,055. Our Chief Executive Officer's total compensation, as set forth in the summary compensation table in this proxy statement, was \$1,738,912. Accordingly, our CEO to Employee Pay Ratio is approximately 14:1.

We identified the median employee using our employee population as of December 31, 2022. We used a consistently applied compensation measure - W-2 earnings - across our employee population (excluding our Chief Executive Officer) as of such date in order to identify the median employee.

Once the median employee was identified as described above, that employee's total annual compensation for 2022 was determined using the same rules that apply to reporting the compensation of our Named Executive Officers ("NEOs") (including our Chief Executive Officer) in the "Total" column of the Summary Compensation Table. The total compensation amounts included in the first paragraph of this pay-ratio disclosure were determined based on that methodology. The SEC's pay ratio disclosure rules permit the use of estimates, assumptions, and adjustments, and the SEC has acknowledged that pay ratio disclosures may involve a degree of imprecision. We believe that the foregoing pay ratio is a reasonable estimate calculated in a manner consistent with the SEC's pay ratio disclosure rules.

The SEC rules for identifying the median compensated employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions. As such, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies may have different employment and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

### Equity Compensation Plan Information

The following table sets forth certain compensation plan information with respect to both equity compensation plans approved by security holders and equity compensation plans not approved by security holders as of December 31, 2022:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, Rights and Restricted Stock Units <sup>(1)</sup>	Weighted-average Exercise Price of Outstanding Options, Warrants, Rights and Restricted Stock Units	Number of Securities Available for Future Issuance under Equity Compensation Plans <sup>(2)</sup>
Equity compensation plans approved by security holders	505,328	\$7.68	4,106,840
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>505,328</b>	<b>\$7.68</b>	<b>4,106,840</b>

(1) Consists of the 1996 Incentive and Non-Qualified Stock Option Plan, as amended and restated, and the 2010 Stock Incentive Plan, as amended from time to time.

(2) Consists of the 2010 Stock Incentive Plan, as amended from time to time.

As of December 31, 2022, there were no outstanding options, appreciation rights or restricted stock units that had been awarded outside of the Company's equity compensation plan.

### Director Compensation

During the fiscal year ending December 31, 2022, the directors of SIGA received total compensation as shown in the following table:

Name	Fees Earned [or Paid in Cash] (\$)	Stock Awards (\$) <sup>(5)</sup>	Option Awards (\$) <sup>(5)</sup>	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$) <sup>(13)</sup>	Total (\$)
James J. Antal <sup>(1)</sup>	36,458	150,000	—	—	—	10,274	196,732
Jaymie A. Durnan <sup>(2)</sup>	50,000	150,000	—	—	—	10,274	210,274
Harold E. Ford, Jr. <sup>(3)</sup>	6,236	—	187,250	—	—	—	193,486
Phillip L. Gomez, Ph.D. <sup>(4)</sup>	—	—	—	—	—	—	—
Julie M. Kane <sup>(6)</sup>	64,167	150,000	—	—	—	10,274	224,441
Joseph W. Marshall, III <sup>(7)</sup>	65,000	150,000	—	—	—	10,274	225,274
Gary J. Nabel <sup>(8)</sup>	45,489	150,000	—	—	—	10,274	205,763
Julian Nemirovsky <sup>(9)</sup>	52,500	150,000	—	—	—	10,274	212,774
Holly L. Phillips <sup>(10)</sup>	47,720	150,000	—	—	—	10,274	207,994
Michael Plansky <sup>(11)</sup>	70,000	150,000	—	—	—	10,274	230,274
Jay K. Varma <sup>(12)</sup>	6,236	—	187,250	—	—	—	193,486

(1) Member of the Audit Committee and member of the Compensation Committee until July 2022. Mr. Antal received a RSU award grant of \$150,000 in June; however, such grant was forfeited when Mr. Antal resigned from the Board in July 2022.

(2) Member of the Nominating and Corporate Governance Committee.

(3) Member of the Board of Directors beginning in November 2022.

(4) Chief Executive Officer; refer to Summary Compensation Table for applicable details.

(5) Represents the grant date fair value of the award in accordance with the authoritative accounting literature. Valuation of the options is based on the methodology disclosed in the Form 10-k.

(6) Chair of the Compensation Committee, and member of the Audit Committee beginning in July 2022.

(7) Chair of the Nominating and Corporate Governance Committee, and member of the Audit Committee.

(8) Member of the Compensation Committee since November 2022.

(9) Member of the Compensation Committee.

(10) Member of the Nominating and Corporate Governance Committee beginning in June 2022.

(11) Chair of the Audit Committee and member of the Nominating and Corporate Governance Committee.

(12) Member of the Board of Directors beginning in November 2022.

(13) Represents dividend equivalents paid with respect to RSU awards which vested during the fiscal year ending December 31, 2022; such amounts were paid out at the same time as the RSU awards to which they were attributable vested.

**Director Fees and Equity Compensation**

The Compensation Committee of the Board of Directors conducted a review of Board compensation. CAP prepared a competitive analysis and review of the cash and equity compensation for independent directors. Based on the review, the Compensation Committee recommended to the Board of Directors an independent director compensation structure. Such recommendation was approved by the Board and an updated compensation structure for non-employee directors became effective April 8, 2021. The compensation structure for non-employee directors is outlined below:

- An annual retainer of \$45,000 for members, with such payments to be made quarterly, in arrears;
- An annual retainer of \$20,000 for service as the Audit Committee Chairman and \$10,000 for service as a member of the Audit Committee, with such payments to be made quarterly, in arrears;
- An annual retainer of \$15,000 for service as the Compensation Committee Chairman and \$7,500 for service as a member of the Compensation Committee, with such payments to be made quarterly, in arrears;
- An annual retainer of \$10,000 for service as the Nominating and Corporate Governance Committee Chairman and \$5,000 for service as a member of the Nominating and Corporate Governance Committee, with such payments to be made quarterly, in arrears;
- An annual award of RSUs with a grant value of \$150,000 with up to 30% of the vested value to be settled in cash and at least 70% to be settled in stock to be granted on the date of the Annual Meeting with vesting upon the next Annual Meeting; and
- An award of 25,000 stock options upon a director's initial appointment to the Board of Directors vesting upon the date of such grant.

## PAY VERSUS PERFORMANCE

In accordance with Item 402(v) of Regulation S-K, the Company is required to disclose pay versus performance by comparing compensation amounts previously reported for the last three calendar years to the SEC's definition of "Compensation Actually Paid" for such years. Also as required by the SEC, this section compares Compensation Actually Paid to various measures used to gauge performance at SIGA. Compensation Actually Paid is a required disclosure item, the amount of which is calculated in accordance with SEC rules. Such measure was not incorporated into the philosophy and strategy of compensation-setting set forth in the "Compensation Discussion and Analysis" of this proxy statement.

Pay Versus Performance Table

Year	Summary Compensation Table Total for PEO <sup>1</sup>	Compensation Actually Paid to PEO <sup>2</sup>	Average Summary Compensation Table Total for Non-PEO Named Executive Officers <sup>3</sup>	Average Compensation Actually Paid to Non-PEOs Named Executive Officers <sup>4</sup>	Value of initial fixed \$100 investment based on:		Net Income	International Sales Revenue <sup>6</sup>
					Total Shareholder Return	Peer Group Total Shareholder Return <sup>5</sup>		
2022	\$1,738,912	\$1,738,912	\$ 993,871	\$ 993,871	\$174	\$111	\$33,904,806	\$70,971,722
2021	\$1,688,264	\$1,688,264	\$1,285,045	\$1,269,045	\$158	\$125	\$69,450,766	\$13,014,160
2020	\$1,639,090	\$1,639,090	\$1,280,950	\$1,354,729	\$152	\$126	\$56,342,010	\$ 2,542,823

- (1) Amount included here is the amount in the "Total" column from the Summary Compensation Table ("SCT") for the principal executive officer ("PEO") for the applicable year.
- (2) "Compensation Actually Paid" is calculated by starting with the amounts reported for the PEO in the "Total" column of the SCT for the applicable year, with such amounts adjusted for stock based compensation. The PEO received no stock based compensation during the years presented.
- (3) Amount included here is the average of the amounts in the "Total" column from the SCT for the applicable year for each of the other NEOs. 2022 amount impacted by the resignation of Ms. Abrams, effective April 18, 2022.
- (4) In accordance with the requirements of Item 402(v) of Regulation S-K, the following adjustments were made to Average Total Compensation for the NEOs as a group for each year to determine the compensations "actually paid".

Year	Reported Summary Compensation Table for Non-PEO NEOs	Average Reported Value of Equity Awards	Total Average Equity Award Adjustments <sup>(a)</sup>	Average Compensation "Actually Paid" to Non-PEO NEOs
2022	\$ 993,871	—	—	\$ 993,871
2021	\$1,285,045	—	\$(16,000)	\$1,269,045
2020	\$1,280,950	—	\$ 73,779	\$1,354,729

a) The amounts added or deducted in calculating the total average equity award adjustments are as follows:

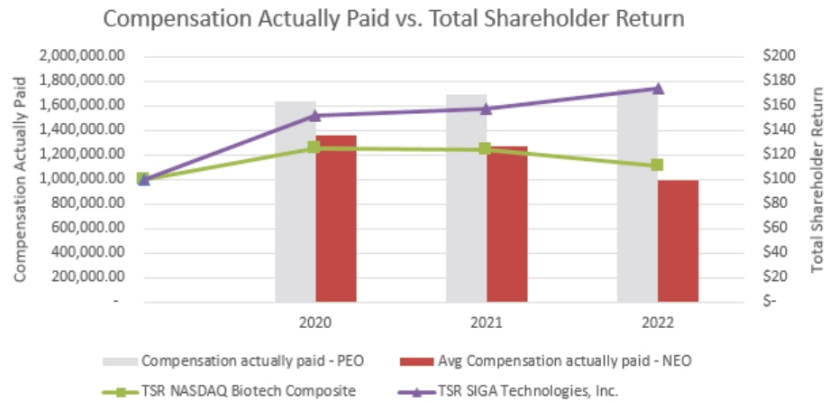
Year	Grant Date Fair Value of Equity Awards Granted During Applicable Year	Year-End Fair Value of Equity Awards Granted During Applicable Year	Change in Fair Value as of Year-End of Any Prior Year Awards that Remain Unvested as of Year-End	Change in Fair Value as of the Vesting Date of Any Prior Year Awards that Vested During Applicable Year	Total Equity Value Reflected in Compensation Actually Paid
2022	—	—	—	—	—
2021	—	—	—	\$(16,000)	\$(16,000)
2020	—	—	\$44,445	\$ 29,334	\$ 73,779

- (5) The peer group, for purposes of this analysis, is the Nasdaq Biotechnology Index. The company's stock performance relative to the Nasdaq Biotechnology Index is disclosed in the Company's Form 10-K.
- (6) International sales revenue is a financial measure that is consistent with U.S. GAAP that is considered by the Company as part of its executive compensation program. The Compensation Committee reviews a variety of performance goals and metrics for the purpose of awarding compensation to executive officers that are consistent with the Company's overall compensation philosophy and the long-term interests of its shareholders. Among these, the Compensation Committee has identified international sales as the most important financial performance measure (that is not otherwise required to be disclosed in the table above) used by the Company to link compensation actually paid to its NEOs for the year ended December 31, 2022 to the Company's performance.



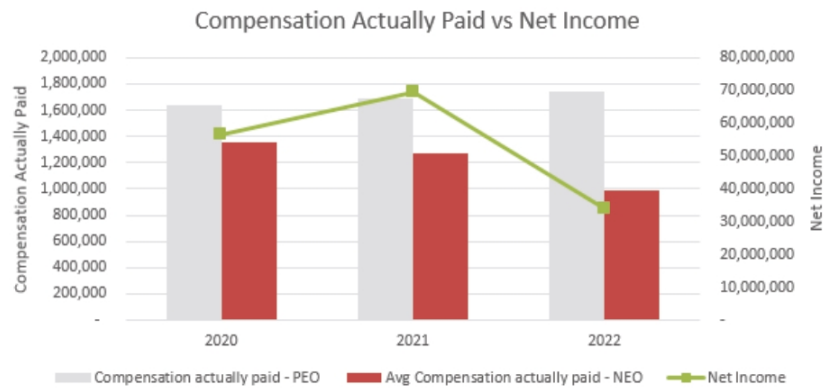
The relationship between (1) compensation actually paid to the PEO and the average of compensation actually paid to NEOs other than the PEO and (2) cumulative total shareholder return on the common stock of the Company and cumulative total shareholder return on the stock of NASDAQ Biotech Composite Index for the last three completed fiscal years is shown in Figure 1.

**Figure 1: Compensation Actually Paid versus Total Shareholder Return (“TSR”)**



The relationship between (1) compensation actually paid to the PEO and the average of compensation actually paid to NEOs other than the PEO and (2) net income of the Company for the last three completed fiscal years is shown in Figure 2.

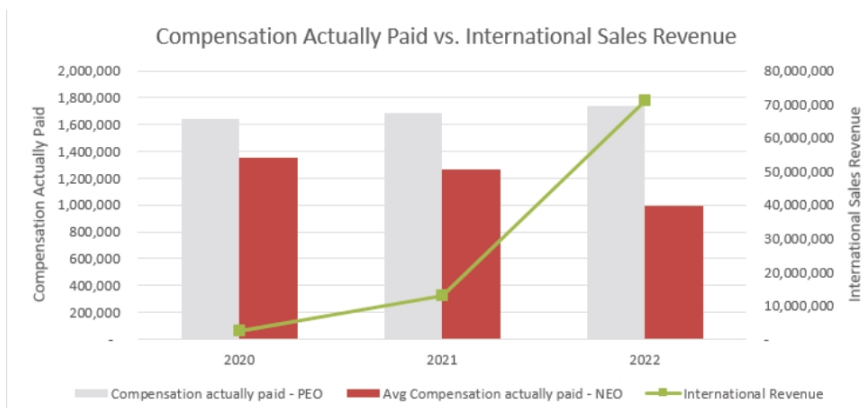
**Figure 2: Compensation Actually Paid versus Net Income**





The relationship between (1) compensation actually paid to the PEO and the average of compensation actually paid to NEOs other than the PEO and (2) international sales revenue of the Company for the last three completed fiscal years is shown in Figure 3.

**Figure 3: Compensation Actually Paid versus International Sales Revenue**



### List of Performance Measures

The Company utilizes other important financial measures to consider for compensation actually paid to its NEOs performance as set forth in the table below.

#### Most Important Performance Measures

International Sales Revenue  
 Total Product Sales and Supportive Services Revenues  
 Total Revenues  
 Operating Income  
 Net Income  
 Diluted Earnings per Share  
 Relative TSR

## TRANSACTIONS WITH RELATED PERSONS

### Review, Approval or Ratification of Transactions with Related Persons

The Company's policies and procedures for reviewing, approving, and ratifying transactions with related persons are set forth in a written policy.

Under these procedures, management recommends to the Audit Committee related party transactions to be entered into by the Company, including the proposed aggregate value of such transactions, if applicable. After review, the Audit Committee either approves or disapproves such transactions. Management can preliminarily enter into related party transactions that are subject to ratification by the Audit Committee; provided that, if ratification shall not be forthcoming, management shall make all reasonable efforts to cancel or annul such transactions.

In addition, with respect to any related party transaction that includes a compensation component, management will submit the terms of such proposed compensation (or any subsequent material changes to such compensation) to the Compensation Committee for its review. After its review, the Compensation Committee either approves or disapproves the compensation component of the related party transaction and informs management and the Audit Committee of such approval or disapproval.

### Transactions with Related Persons

Based on information provided by the directors and the executive officers, the Audit Committee determined that there were no related person transactions to be reported in this proxy statement other than:

- On May 26, 2017, the Company and M&F entered into a ten-year office lease agreement (the "New HQ Lease"), pursuant to which the Company agreed to lease 3,200 square feet at 27 East 62<sup>nd</sup> Street, New York, New York. The Company is utilizing premises leased under the New HQ Lease as its corporate headquarters. The Company's rental obligations consist of a fixed rent of \$25,333 per month in the first sixty-three months of the term, subject to a rent abatement for the first six months of the term. From the first day of the sixty-fourth month of the term through the expiration or earlier termination of the lease, the Company's rental obligations will consist of a fixed rent of \$29,333 per month. In addition to the fixed rent, the Company pays a facility fee, in consideration of the landlord making available certain ancillary services, which commenced on the first anniversary of entry into the lease. The facility fee is \$4,052 per month as of December 31, 2022 and increases by five percent each year.
- Evan A. Knisely, a nominee to the Board of Directors owns a boutique government-relations advisory firm that provides services to the Company. In October, 2020, the Company entered into a services agreement with the advisory firm, pursuant to which the firm provides the Company with services in connection with government relations activities for a monthly fee of \$20,000. This agreement remains ongoing. During the year ended December 31, 2022, the Company incurred expenses of approximately \$0.2 million related to services provided by the advisory firm.

**FEES BILLED BY PRICEWATERHOUSECOOPERS LLP**

The following table presents fees billed for professional audit services rendered by PricewaterhouseCoopers LLP.

	Year ended December 31,	
	2022	2021
Audit Fees	\$731,246	\$680,000
Audit Related Fees	53,000	50,000
Tax Fees	—	—
All Other Fees	4,150	4,150
Total Fees	<u>\$788,396</u>	<u>\$734,150</u>

*Audit Fees.* Consists of fees billed for professional services rendered and expenses incurred for the integrated audit of SIGA's annual financial statements and of its internal control over financial reporting, reviews of the interim financial statements included in quarterly reports and for services normally provided by PricewaterhouseCoopers LLP in connection with statutory and regulatory filings or engagements.

*Audit Related Fees.* Consists of fees billed that are related to the performance of the audit or review of SIGA's financial statements and are not reported under "Audit Fees." These services are mainly related to the audit of our federal expenditures.

*All Other Fees.* Consists of fees billed for products and services other than the services reported above. These products included accounting research software.

**Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm**

The Audit Committee's policy is to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services, and other services.

SIGA did not make use in fiscal year 2022 of the rule that waives pre-approval requirements for non-audit services in certain cases if the fees for these services constitute less than 5% of the total fees paid to the auditor during the year.

**PROPOSALS TO BE VOTED ON AT THE MEETING****PROPOSAL 1: ELECTION OF DIRECTORS**

Eight directors are to be elected at the Annual Meeting to hold office until the next Annual Meeting of Stockholders and until their successors have been duly elected and qualified. Unless otherwise instructed, the proxy holders will vote the proxies received by them FOR the election of the eight persons named in the table below as directors of SIGA. Proxies cannot be voted for a greater number of persons than the nominees named. In the event that any of the below listed nominees for director should become unavailable for election for any presently unforeseen reason, the persons named in the accompanying proxy card have the right to use their discretion to vote for a substitute. For additional information about the nominees and their qualifications, please see “*Our Director Nominees*.”

**The Board of Directors recommends that the stockholders vote “FOR” the election to the Board of each of the following nominees:**

Name	Age	Director Since	Position
Jaymie A. Durnan*	69	2020	Director
Harold E. Ford, Jr.*	52	2022	Director
Evan A. Knisely	48	N/A	Director
Joseph W. Marshall, III*	70	2009	Director
Gary J. Nabel*	69	2021	Director
Julian Nemirovsky*	39	2020	Director
Holly L. Phillips*	52	2021	Director
Jay K. Varma*	51	2022	Director

\* Determined by the Board of Directors to be independent pursuant to Nasdaq Rule 5605.

**PROPOSAL 2: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board of Directors has appointed the firm PricewaterhouseCoopers LLP as SIGA's independent registered public accounting firm to audit the financial statements of SIGA for the fiscal year ending December 31, 2023, and recommends that stockholders vote for ratification of this appointment. PricewaterhouseCoopers LLP has audited SIGA's financial statements since January 1997. Representatives of PricewaterhouseCoopers LLP are expected to be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions.

The affirmative vote of a majority in voting power of shares of stock present, in person or represented by proxy, and entitled to vote on such proposal at the Annual Meeting will be required to ratify the selection of PricewaterhouseCoopers LLP. If the stockholders fail to ratify the selection, the Audit Committee will reconsider its selection of auditors. Even if the selection is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year, if it determines that such change would be in the best interests of SIGA and its stockholders.

**The Board of Directors recommends that the stockholders vote "FOR" the ratification of PricewaterhouseCoopers LLP as SIGA's independent registered public accounting firm for the fiscal year ending December 31, 2023.**

**PROPOSAL 3: ADVISORY VOTE ON EXECUTIVE COMPENSATION**

Executive compensation is an important matter for our stockholders. The core of SIGA's executive compensation philosophy and practice continues to be pay for performance. SIGA's executive compensation programs are designed to attract, motivate and retain highly qualified executive officers who are able to achieve corporate objectives and create stockholder value. SIGA's executive officers are compensated in a manner consistent with SIGA's strategy, competitive practice, sound governance principles, and stockholder interests and concerns. The Compensation Committee believes that SIGA's executive compensation programs reflect a strong pay-for-performance philosophy and are well aligned with the long-term interests of our stockholders. We urge you to read the Compensation Discussion and Analysis ("CD&A") section of this proxy statement for additional detail on SIGA's executive compensation, including our compensation philosophy and objectives and the 2022 compensation of the Named Executive Officers.

In accordance with the Dodd Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank"), stockholders are being asked to vote on the following resolution:

RESOLVED, that the Company's stockholders approve, on an advisory basis, the compensation of the Company's Named Executive Officers, as described in the Compensation Discussions and Analysis section, the tabular disclosure regarding such compensation, and the accompanying narrative disclosure, set forth in the Company's 2023 Proxy Statement.

As an advisory vote, this proposal is non-binding. Nevertheless, the Board of Directors and the Compensation Committee value the opinions of our stockholders, and will consider the outcome of the vote when making future compensation decisions for our Named Executive Officers.

**The Board of Directors recommends that the stockholders vote "FOR" approval, on a non-binding advisory basis, of the compensation of Named Executive Officers as disclosed in this proxy statement.**

**PROPOSAL 4: ADVISORY VOTE ON FREQUENCY OF EXECUTIVE COMPENSATION VOTE**

As discussed in the proposal for an ADVISORY VOTE ON EXECUTIVE COMPENSATION (above), executive compensation is an important matter for our stockholders. Consequently and in accordance with Dodd-Frank, we are asking stockholders to vote on the frequency of SIGA's solicitation of future non-binding stockholder votes on executive compensation (commonly known as the "say-on-pay" vote). Stockholders may select from the following four options: (i) one year (ii) two years (iii) three years or (iv) abstain from voting.

The Board of Directors believes a frequency of once every three years is the optimal frequency for the say-on-pay vote for a number of reasons including:

- Our compensation programs do not encourage significant risk taking that might create adverse consequences for the Company;
- A longer frequency is consistent with long-term compensation objectives; and
- Our compensation programs are designed to reward and incent long-term performance and a triennial vote allows for changes to the Company's compensation programs to be functioning for an ample period to evaluate whether the changes were effective.

Although this advisory vote on the frequency of the say-on-pay is not binding on the Company's Board of Directors or Compensation Committee, the Board of Directors and the Compensation Committee will consider the result of this vote when determining the frequency of future say-on-pay votes.

**The Board of Directors recommends that the stockholders vote for "THREE YEARS" as the frequency of future advisory votes on executive compensation.**

## **STOCKHOLDER PROPOSALS**

Stockholder proposals submitted for inclusion in our proxy materials for the 2024 Annual Meeting of Stockholders must be received at our principal executive offices, 31 East 62<sup>nd</sup> Street, New York, New York 10065, Attention: Secretary, not later than December 28, 2023, if the proposal is submitted pursuant to Rule 14a-8 under the Exchange Act, or not earlier than February 14, 2024 and not later than March 15, 2024 if the proposal is submitted pursuant to SIGA's Bylaws. In order to avoid controversy, stockholders should submit proposals by means, including electronic, that permit them to prove the date of delivery. Such proposals must comply with applicable requirements under SIGA's Bylaws and Rule 14a-8 under the Exchange Act.

If a stockholder intends to present a proposal for consideration at the next annual meeting outside of the processes of Rule 14a-8 under the Exchange Act, we must receive notice of such proposal at the address given above by March 12, 2024. If not received by such date, such notice will be considered untimely under Rule 14a-4(c)(1) under the Exchange Act, and our proxies will have discretionary voting authority with respect to such proposal, if presented at the annual meeting. We will not be required to include any such proposal in our proxy materials.

The Exchange Act deadlines described above are calculated by reference to the mailing date of the proxy materials for this year's Annual Meeting. If the date of next year's Annual Meeting is more than 30 days earlier or later than the anniversary of this year's meeting, SIGA will, in a timely manner, inform stockholders of such change and the effect of such change on the deadlines given above by including a notice in a filing with the SEC or by any other means reasonably calculated to inform stockholders.

In addition to satisfying the foregoing requirements, to comply with the SEC's universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than SIGA's nominees must provide notice to SIGA that sets forth the information required by Rule 14a-19 under the Exchange Act no later than April 14, 2024.

## **AVAILABILITY OF ANNUAL REPORT ON FORM 10-K TO STOCKHOLDERS**

SIGA's Annual Report to Stockholders for the year ended December 31, 2022 accompanies this proxy statement. SIGA will provide to any stockholder, upon written request and without charge, a copy of its most recent Annual Report on Form 10-K, including the financial statements, as filed with the SEC. All requests for such reports should be directed to the Chief Financial Officer, 31 East 62<sup>nd</sup> Street, New York, New York 10065, telephone number (212) 672-9100.



## OTHER MATTERS

At the date of this proxy statement, management is not aware that any matters not referred to in this proxy statement would be presented for action at the Annual Meeting. If any other matters should come before the Annual Meeting, the persons named in the accompanying proxy will have discretionary authority to vote all proxies in accordance with their best judgment, unless otherwise restricted by law.

## “HOUSEHOLDING” OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy statements with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as “householding”, potentially provides extra convenience for stockholders and cost savings for companies. We and some brokers household proxy materials, delivering a single proxy statement or annual report to multiple stockholders sharing an address, unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker or us that they or we will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement or annual report, please notify us by sending a written request to SIGA Technologies, Inc., 31 East 62<sup>nd</sup> Street, New York, New York 10065 or by calling us at (212) 672-9100. You may also notify us to request delivery of a single copy of our annual report or proxy statement if you currently share an address with another stockholder and are receiving multiple copies of our annual report or proxy statement.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read "D J Luckshire", is positioned above the printed name and title.

Daniel J. Luckshire  
Secretary

Dated: April 26, 2023



**VOTE BY INTERNET** - [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above  
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on June 12, 2023. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.  
*During The Meeting* – Go to [www.virtualshareholdermeeting.com/SIGA2023](http://www.virtualshareholdermeeting.com/SIGA2023)  
You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.  
**VOTE BY PHONE** - 1-800-690-6903  
Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on June 12, 2023. Have your proxy card in hand when you call and then follow the instructions.  
**VOTE BY MAIL**  
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: \_\_\_\_\_ KEEP THIS PORTION FOR YOUR RECORDS  
THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY

The Board of Directors recommends you vote FOR the following:		For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.			
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____			
1. Election of Directors								
Nominees								
01) Jaymie A. Durnan	02) Harold E. Ford, Jr.	03) Evan A. Knisely	04) Joseph W. Marshall, III	05) Gary J. Nabel				
06) Julian Nemirovsky	07) Holly L. Phillips	08) Jay K. Varma						
The Board of Directors recommends you vote "FOR" proposals 2 and 3.					For	Against	Abstain	
2. To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of SIGA Technologies, Inc. for the fiscal year ending December 31, 2023.					<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. Non-binding advisory vote on executive compensation.					<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
The Board of Directors recommends you vote "3 YEARS" on proposal 4.					1 year	2 years	3 years	Abstain
4. Non-binding advisory vote on the frequency of non-binding advisory votes on executive compensation.					<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
NOTE: The proxy holders are authorized to vote at their discretion upon any other matter that may properly come before the meeting and any adjournment or postponement thereof.								
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.								
<div></div>		<div></div>		<div></div>		<div></div>		
Signature [PLEASE SIGN WITHIN BOX]		Date		Signature (Joint Owners)		Date		

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

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**SIGA TECHNOLOGIES, INC.  
ANNUAL MEETING OF STOCKHOLDERS  
June 13, 2023**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The stockholder(s) hereby appoint(s) Phillip L. Gomez and Daniel J. Luckshire, or either of them, as proxy holders, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of SIGA Technologies, Inc. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 10:30 a.m., Eastern Time on Tuesday, June 13, 2023, at [www.virtualshareholdermeeting.com/SIGA2023](http://www.virtualshareholdermeeting.com/SIGA2023) and any adjournment or postponement thereof.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE STOCKHOLDER(S). IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES LISTED IN PROPOSAL 1, FOR PROPOSALS 2 AND 3, AND THREE YEARS FOR PROPOSAL 4.**

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE.**

**Continued and to be signed on reverse side**