

TRIMERIS, INC.
AUDIT COMMITTEE CHARTER
APPROVED BY THE BOARD OF DIRECTORS (8/9/05)

Purpose

The Audit Committee (the “Committee”) is a committee of the Board of Directors. Its primary purpose is to assist the Board of Directors in overseeing the accounting and financial reporting processes of the Company, the audits of the Company’s financial statements and the integrity of the financial information provided to shareholders and others.

Composition

Except as otherwise permitted by the applicable NASDAQ rules¹, the Committee shall consist of at least three directors, each of whom meets the independence and experience requirements set forth in the rules of the NASDAQ, in Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”) and in the applicable rules and regulations of the Securities and Exchange Commission (the “Commission”). All members of the Audit Committee shall be able to read and understand fundamental financial statements. No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company in the past three years.

The Committee will have at least one member who meets the definition of an “audit committee financial expert,” as defined by the Commission and any similar rules of NASDAQ; provided, however that if the Audit Committee does not have at least one member who is an “audit committee financial expert,” the Company will disclose that fact and the reasons why.

Members of the Audit Committee shall be appointed and may be replaced by the Board of Directors.

Authority

The Committee has authority to conduct or authorize examinations into any matters within its scope of responsibility. It has sole authority to (1) appoint, compensate, retain, and directly oversee the work of the Company’s independent auditors (subject to shareholder approval if applicable), (2) resolve any disagreements between management and the auditors regarding financial reporting, and (3) pre-approve all audit services and permitted non-audit services provided to the Company by its independent auditors (subject to the de minimis exceptions for permitted non-audit services described in

¹ Under “exceptional and limited circumstances” one director who (i) is not independent as defined in NASDAQ Rule 4200; (ii) meets the criteria set forth in Section 10A(m)(3) under the Exchange Act and the rules thereunder; and (iii) is not a current officer or employee or family member may be appointed to the Audit Committee for a period of two years if the Board determines that membership is required by the best interests of the Company and its shareholders.

Section 10A(i)(1)(B) of the Exchange Act, which are approved by the Committee prior to completion of the audit).

It also has authority to:

- Retain outside advisors, including counsel, as it determines necessary to carry out its duties.
- Form and delegate to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit services and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.
- Appoint, retain and monitor one or more internal auditors that would report directly to the Committee.
- Establish detailed pre-approval policies for permitted non-audit services.

The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any registered public accounting firm engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Company and to any advisors employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Meetings

The Committee shall meet at least quarterly or more frequently if it so determines. Members of the Committee may participate in a meeting of the Committee by means of a conference call or similar communications equipment providing all persons participating can hear each other. The Committee may ask any officer or employee of the Company, the Company's outside counsel, the independent auditor or others to attend the meetings and provide pertinent information as necessary.

The Committee shall also meet periodically with management and the independent auditors in separate executive sessions to discuss any matters that the Committee or these groups believe should be discussed privately.

Responsibilities

The Committee is expected to:

1. Provide an open avenue of communication between the Board of Directors, the independent auditors and management.
2. Have the independent auditors report directly to the Committee.
3. Evaluate the qualifications and performance of, and evaluate and assure the independence of, the independent auditors, following a review and discussion of the

annual written statement from the independent auditors describing all relationships between the independent auditors and the Company or any other relationships that may adversely affect the independence of the auditors, including the disclosures required by Independence Standards Board Standard No. 1. The Committee shall actively engage in dialogue with the independent auditors concerning any disclosed relations or services that might impact the objectivity and independence of the independent auditors.

4. Hire the independent auditors and approve the terms of their engagement and compensation.
5. Approve any non-audit services performed by the independent auditors and the compensation for such services.
6. Ensure the rotation of the audit partners as required by law and consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the external audit firm on a regular basis.
7. Ensure that the Company establishes policies concerning the Company's hiring of employees or former employees of the independent auditors as required by law.
8. Meet with the independent auditors prior to the audit to discuss the audit plan and the issues of particular interest for the audit.
9. At the conclusion of the annual audit, review and discuss with management and the independent auditors:
 - a. the Company's annual financial statements and related footnotes, including the matters about which Statement on Auditing Standards No. 61 (Codification of Statements on Auditing Standards, AU §380) requires discussion.
 - b. the independent accountant's audit of the financial statements and his or her report thereon,
 - c. any significant changes that were required in the independent auditors' audit plan,
 - d. any disagreements with management encountered during the course of the audit,
 - e. other matters related to the conduct of the audit which are to be communicated to the Committee under generally accepted auditing standards,
 - f. any issues included in the independent auditor's letter to management.
10. At the conclusion of the annual audit, and at other times as deemed necessary, meet with the independent auditors separate from management to discuss any matters the independent auditors wish to bring to the attention of the Committee.
11. At least annually prior to the filing of the audit report with the Commission (and more frequently if appropriate), review and discuss reports from the independent auditors on (1) all critical accounting policies and practices to be used, (2) all alternative

treatments of financial information within generally accepted accounting principles that have been discussed with management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, and (3) other material written communications between the independent auditors and management, such as any management letter or schedules of unadjusted differences. Resolve any differences between the independent auditors and management as necessary.

12. Review and discuss with management and the independent auditors the annual audited financial statements, including disclosures made in Management's Discussion and Analysis, and recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K.
13. On a quarterly basis, review and discuss with management and the independent auditors the interim financial statements, including the results of the independent auditors' review of the quarterly financial statements, before filing the Company's Form 10-Q with the Commission.
14. Discuss generally the type and presentation of information to be disclosed in the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earning guidance provided to analysts and rating agencies.
15. Review and discuss with management and the independent auditor any major issues as to the adequacy of the Company's internal controls and any steps adopted in light of material control deficiencies.
16. Review and discuss with management (including the senior internal audit executive) and the independent auditor the Company's report on internal control over financial reporting and the independent auditor's attestation of the report prior to the filing of the Company's Form 10-K.
17. Prepare an annual report for inclusion in the Company's proxy statement for the annual meeting that addresses the matters required by Commission rules and regulations, including a statement of whether:
 - a. the Committee has reviewed and discussed the audited financial statements with management,
 - b. the Committee has discussed with the independent auditors the matters required to be discussed by SAS 61,
 - c. the Committee has reviewed the written disclosures and the letter from the independent auditors required by ISB 1 and discussed with the independent auditors their independence, and
 - d. based on the review and discussions in a.-c. above, the Committee recommended to the Board of Directors that the audited financial statements be included in the Company's annual report on Form 10-K for the last fiscal year for filing with the Commission.
18. Review periodically with management and the independent auditor:

- a. significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles,
 - b. any significant findings and recommendations of the independent auditors, and management's responses thereto,
 - c. the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, and
 - d. the need for an internal audit function.
19. Coordinate the Board's oversight of the Company's internal control over financial reporting, disclosure controls and procedures and code of conduct. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Forms 10-Q about any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.
 20. Review and approve the company's financial plans as requested by the Board.
 21. Review all "related party transactions" (defined as transactions required to be disclosed pursuant to Item 404 of Regulation S-K) on an ongoing basis, and all such transactions shall be approved by the Committee.
 22. Regularly review legal and regulatory matters that may have a material impact on financial statements.
 23. Report Committee actions to the Board of Directors with such recommendations as the Committee may deem appropriate.
 24. Review the adequacy of this Charter and the performance of the Audit Committee annually and recommend changes to the Board of Directors when appropriate.
 25. Obtain from the independent auditors assurance that Section 10A(b) of the Exchange Act relating to illegal acts has not been implicated.
 26. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
 27. Perform other functions as required by law or assigned by the Board of Directors.