

**ADMA BIOLOGICS, INC.**  
**BOARD OF DIRECTORS**

**GOVERNANCE AND NOMINATIONS COMMITTEE CHARTER**

(Amended and restated as of September 27, 2017)

**A. Purpose**

The purpose of the Governance and Nominations Committee (also referred to herein as the “Committee”) of ADMA Biologics, Inc. (the “Company”) is to:

- recommend to the Board of Directors of the Company (the “Board”) the persons to be nominated for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board;
- develop and recommend to the Board criteria for selecting qualified director candidates and, using such criteria, identify individuals qualified to become Board members;
- consider committee member qualifications, appointment and removal;
- develop and recommend to the Board a set of corporate governance principles and a code of conduct applicable to the Company; and
- oversee the evaluation of the Board through annual assessment by the Committee of the performance of each member of the Board.

**B. Structure and Membership**

1. Number. The Governance and Nominations Committee shall consist of at least three directors.

2. Independence. Except as otherwise permitted by the applicable rules of The Nasdaq Stock Market LLC (“NASDAQ”), each member of the Governance and Nominations Committee shall be an “independent director” as defined by NASDAQ Rule 5605(a)(2).

3. Chairperson. Unless a chairperson of the Committee is elected by the Board, the members of the Governance and Nominations Committee may designate a chairperson by majority vote of the full Committee membership. The chairperson shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

4. Compensation. The compensation of Governance and Nominations Committee members shall be as determined by the Board.

5. Selection and Removal. Members of the Governance and Nominations Committee shall be appointed annually by the Board. Any vacancy occurring in the Governance and Nominations Committee shall be filled by the Board. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and

shall qualify. No member shall be removed except by a majority vote of the independent directors then in office.

## **C. Authority and Responsibilities**

### General

The Governance and Nominations Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

### Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Governance and Nominations Committee shall be responsible for recommending to the Board nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Governance and Nominations Committee shall consider candidates that may be proposed by stockholders. The Governance and Nominations Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.

2. Criteria for Selecting Directors. In identifying candidates for membership on the Board, the Governance and Nominations Committee shall take into account all factors it considers appropriate, which may include (a) ensuring that the Board, as a whole, is diverse and consists of individuals with various and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise (including expertise that could qualify a director as a "audit committee financial expert," as that term is defined by the rules of the Securities and Exchange Commission), local or community ties and (b) minimum individual qualifications, including strength of character, mature judgment, familiarity with the company's business and industry, independence of thought and an ability to work collegially. The Committee also may consider the extent to which the candidate would fill a present need on the Board. The Board's criteria for selecting directors shall reflect the Statement of Policy Regarding Identification of Director Nominees attached as Annex A hereto. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.

3. Search Firms. The Governance and Nominations Committee shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the reasonable compensation of any search firm engaged by the Governance and Nominations Committee.

4. Selection of Committee Members. The Governance and Nominations Committee shall be responsible for recommending to the Board on an annual basis the directors to be appointed to each committee of the reviewing and making recommendations to the Board concerning the qualifications, appointment and removal of Committee members.

#### Corporate Governance

5. Corporate Governance Guidelines. The Governance and Nominations Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company. Such guidelines shall include director qualification standards, director responsibilities, committee responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, management succession and annual performance evaluation of the Board and committees. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

6. Code of Ethics and Business Conduct Standards. In consultation with the Audit Committee, maintain the Code of Ethics and Business Conduct Standards (the “Code”) applicable to all employees and directors of the Company, which meets the requirements of Item 406 of the SEC’s Regulation S-K and the rules of NASDAQ, and provide for and review prompt disclosure to the public of any change in, or waiver of, such Code. Review such Code periodically and recommend such changes to such Code as the Committee, together with the Audit Committee, shall deem appropriate, and assist the Audit Committee in adopting procedures for monitoring and enforcing compliance with such Code.

7. NASDAQ Listing Requirements. Review, at least annually, the Company’s compliance with the NASDAQ corporate governance listing requirements, and report to the Board regarding the same.

8. Bylaws. Review and recommend to the Board changes to the Company’s Bylaws as needed.

9. Orientation Materials / Continuing Education. Develop orientation materials for new directors and corporate governance-related continuing education for all Board members.

#### Evaluation of the Board

10. Evaluation of the Board. The Governance and Nominations Committee shall be responsible for overseeing self-evaluations of the Board to determine whether it and its committees are functioning effectively.

11. Additional Powers. The Governance and Nominations Committee shall have such other duties as may be delegated from time to time by the Board of Directors. The Committee shall perform such other activities consistent with this Governance and Nominations Committee Charter (this “Charter”), the Company’s Bylaws (as the same may be amended from time to time) and governing law, as the Committee or the Board deems necessary or appropriate.

#### **D. Procedures and Administration**

1. Meetings. The Governance and Nominations Committee shall meet as often as it deems necessary in order to perform its responsibilities but not less frequently than once during each fiscal year. The Committee may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee. The Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member or consultant. The Committee shall meet periodically in executive session without the presence of management. A majority of the members shall represent a quorum of the Committee and, if a quorum is present, any action approved by at least a majority of the members present (in person or by telephone conference call) shall represent the valid action of the Committee. The Committee may also take action by unanimous written consent without a meeting with electronic signatures and/or email consent sufficient to evidence approval. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

2. Subcommittees. The Governance and Nominations Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.

3. Reports to the Board. The Governance and Nominations Committee shall report regularly to the Board.

4. Charter. The Governance and Nominations Committee shall, at least annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. Any proposed changes to the Charter shall be referred to the Board for appropriate action.

5. Independent Advisors. The Governance and Nominations Committee shall have the authority, without further action by the Board of Directors, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the reasonable compensation of such advisors as established by the Committee.

6. Investigations. The Governance and Nominations Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

7. Annual Self-Evaluation. At least annually, the Governance and Nominations Committee shall evaluate its own performance and report on such evaluation to the full Board. Any proposed changes to the Committee's responsibilities shall be referred to the Board for appropriate action.

**Statement of Policy Regarding Identification of Director Nominees**

The Company is of the view that the continuing service of qualified incumbents promotes stability and continuity in the board room, contributing to the ability of the Board to work as a collective body, while giving the Company the benefit of the familiarity and insight into the Company's affairs that its directors have accumulated during their tenure. Accordingly, the process of the Governance and Nominations Committee for identifying nominees shall reflect the Company's practice of re-nominating incumbent directors who continue to satisfy the Governance and Nominations Committee's criteria for membership on the Board, whom the committee believes continue to make important contributions to the Board and who consent to continue their service on the Board.