



Compensation Committee Charter

Effective: May 21, 2018

Purpose and Policy of the Committee

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Monopar Therapeutics Inc. (the “**Company**”), shall be to act on behalf of the Board in fulfilling the Board’s responsibilities to 1) oversee the Company’s compensation policies, plans and programs, 2) review and approve or recommend to the Board the compensation to be paid to the Company’s executive officers and directors, 3) review, discuss with management and approve the Company’s disclosures contained under the caption “Compensation Discussion and Analysis” (“**CD&A**”) for use in any of the Company’s annual reports on Form 10-K, registration statements, proxy statements or information statements, 4) prepare and review the Committee report on executive compensation included in the Company’s annual proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “**SEC**”), as in effect from time to time.

For purposes of this Charter, the term “compensation” shall include base salary, long-term incentives, short-term cash and/or equity bonuses, performance-based cash incentive plans, perquisites, equity incentives, severance arrangements, change of control related arrangements, retirement benefits, tax gross-up provisions and other related benefits, benefit plans, consulting fees and director fees.

The approval of this Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities and duties set forth herein.

The policy of the Committee shall be as follows:

- **Compensation Structure.** The Committee shall seek to maintain an overall compensation structure designed to attract, retain and motivate management and other employees by providing appropriate levels of risk and reward, assessed on a relative basis at all levels within the Company and in proportion to individual contribution and performance, and
- **Long-Term Focus.** The Committee shall seek to establish appropriate incentives for management to further the Company’s long-term strategic plan and avoid undue emphasis on short-term market value.

Membership of The Committee

The Committee shall consist of at least three members of the Board. All members of the Committee shall satisfy, as determined by the Board, the independence requirements of the

Nasdaq Stock Market (“**Nasdaq**”) applicable to compensation committee members, as in effect from time to time, including any exceptions permitted by these requirements. At least two of the members of the Committee shall satisfy the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended from time to time (the “**Exchange Act**”) and the “outside director” standard within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time (the “**Code**”).

The members of the Committee and the Committee Chair shall be appointed by and serve at the discretion of the Board. Members of the Committee shall serve until a successor is duly appointed or the member is removed or resigns. Committee members may otherwise be removed or replaced by vote of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee. A member of the Committee shall be automatically removed if the member is 1) no longer a director of the Company, 2) determined by the Board to no longer be “independent” as that term is defined by Nasdaq and, if applicable, the Sarbanes Oxley Act of 2002, or 3) ineligible because of other rules or requirements.

Meetings and Minutes

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. In general, at least two meetings per year are necessary to administer compensation cycles. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee. The Committee may invite such members of management or other persons to its meetings as it may deem desirable or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting. The Committee shall report regularly to the Board summarizing the Committee’s actions and any significant issues considered by the Committee. It will also report on Committee responsibilities or assignments whenever requested to do so by the Board.

Authority

1. The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder, including human resources personnel, legal counsel or other personnel assisting in the preparation of the CD&A for the Company’s filings with the SEC.
2. The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting (after coordination with the Audit Committee) or other advisors and consultants.
3. The Committee shall have sole authority to retain, give direction to and terminate any compensation consultant to assist in the evaluation of director, chief executive officer or senior executive compensation, including sole authority to approve such consultant’s reasonable fees and other retention terms, all at the Company’s expense.
4. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other advisors retained by the Committee. Prior to selecting or receiving advice from a compensation consultant, legal counsel (other than in-house legal counsel) or other compensation advisors, the Committee shall consider, in addition to any other factors the Committee deems relevant, the factors set forth in Rule 10C-1(b)(4) of the

Exchange Act, as well any other factors prescribed by applicable Nasdaq listing rules. However, nothing in this provision requires that any advisors be independent. Other reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties are permitted.

5. The Committee may form and delegate authority to subcommittees as appropriate, including, but not limited to, a subcommittee composed of one or more members of the Committee to grant stock awards under the Company's equity incentive plans to persons who are not (a) "Covered Employees" under Section 162(m) of the Code; (b) individuals with respect to whom the Company wishes to comply with Section 162(m) of the Code or (c) then subject to Section 16 of the Exchange Act. Without limiting the generality of the foregoing, the Committee may form and delegate authority to a committee composed solely of employees of the Company to serve as an administrative and/or investment committee, with fiduciary responsibilities under the Employee Retirement Income Security Act of 1974 ("**ERISA**"), with respect to one or more Company plans that are subject to ERISA.

The operation of the Committee shall be subject to the Amended and Restated Certificate of Incorporation of the Company as in effect from time to time and the Companies Act 2014, as may be amended, updated or replaced from time to time.

Responsibilities

To implement the Committee's purpose and policies, the Committee shall be charged with the following duties and responsibilities, with the understanding, however, that the Committee may supplement and, except as otherwise required by applicable law or the requirements of Nasdaq, deviate from these activities as appropriate under the circumstances:

1. Overall Compensation Strategy. The Committee shall be responsible for reviewing, modifying (as needed), approving and, as applicable, making recommendations to the full Board regarding the overall compensation strategy and policies for the Company, including:

A. reviewing and approving (or, if it deems appropriate, making recommendations to the full Board regarding) corporate performance goals and objectives, which shall support and reinforce the Company's long-term strategic goals, relevant to the compensation of the Company's executive officers and other senior management, as appropriate;

B. evaluating and approving (or, if it deems appropriate, making recommendations to the full Board regarding) the compensation plans and programs advisable for the Company, as well as the modification or termination of existing plans and programs;

C. establishing policies with respect to equity compensation arrangements, with the objective of appropriately balancing the perceived value of equity compensation and the dilutive and other costs of that compensation to the Company;

D. establishing policies for allocating between long-term and currently paid-out compensation, between cash and non-cash compensation and the factors used in deciding between the various forms of compensation;

E. establishing elements of corporate performance for purposes of increasing or decreasing compensation;

F. establishing policies on the timing and pricing of equity awards for newly hired employees, promotions and annual grants for executives and non-executive employees and directors;

G. reviewing regional and industry-wide compensation practices and trends to assess the propriety, adequacy and competitiveness of the Company's executive compensation programs among comparable companies in the Company's industry; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid;

H. establishing and annually assessing the adequacy of director compensation;

I. reviewing and approving (or, if it deems appropriate, making recommendations to the full Board regarding) the terms of any employment agreements, severance arrangements, change-of-control protections and any other compensatory arrangements (including, without limitation, perquisites and any other form of compensation) for the Company's executive officers and other senior management, as appropriate;

J. reviewing and approving (or, if it deems appropriate, making recommendations to the full Board regarding) any compensation arrangement for any executive officer involving any subsidiary, special purpose or similar entity, taking into account the potential for conflicts of interest in such arrangements and whether the arrangement has the potential to benefit the Company;

K. reviewing the Company's practices and policies of employee compensation as they relate to risk management and risk-taking incentives, to determine the reasonable probability that such compensation policies and practices will have a material adverse effect on the Company and considering adjustments or actions to mitigate or reduce the risk;

L. reviewing and considering the results of any advisory vote on executive compensation;

M. considering and, if appropriate, establishing a policy designed to encourage executive officers and directors to acquire and hold a meaningful equity interest in the Company; and

N. evaluating the efficacy of the Company's compensation policy and strategy in achieving expected benefits to the Company and otherwise furthering the Committee's policies.

2. Compensation of Chief Executive Officer. The Committee shall review and make recommendations to the full Board regarding the compensation and other terms of employment of the Company's Chief Executive Officer and shall evaluate the Chief Executive Officer's performance in light of relevant pre-set and pre-approved corporate performance goals and objectives, taking into account, among other things, the policies of the Committee and the Chief Executive Officer's performance in:

A. fostering a corporate culture that promotes the high levels of integrity and the high ethical standards appropriate to the situation and in accordance with the Company's Code of Business Conduct and Ethics;

B. developing and executing the Company's long-term strategic plan and conducting the business of the Company in a manner to enhance long-term shareholder value;

- C. achieving any other corporate performance goals and objectives deemed relevant to the Chief Executive Officer as established by the Committee; and
- D. achieving the Chief Executive Officer's individual performance goals and objectives established by the Committee.

In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall seek to achieve an appropriate level of risk and reward, taking into consideration the Company's performance and shareholder return (with consideration of external factors which may be beyond the Chief Executive Officer's anticipation and/or control), the potential benefits and costs to the Company of the award, the value of similar incentive awards given to chief executive officers of comparable companies, the awards given to the Company's Chief Executive Officer in past years, other elements of the Chief Executive Officer's compensation including total compensation and such other criteria as the Committee deems advisable. The Chief Executive Officer may not be present during the deliberations or voting regarding his or her compensation.

3. Compensation of Other Officers and Senior Management. The Committee shall review and make recommendations to the full Board regarding the individual and corporate performance goals and objectives of the Company's other senior management, as appropriate, including other officers and senior managers, that are periodically established. The Committee shall review and recommend to the Board for determination and approval the compensation and other terms of employment of these other senior management taking into consideration the officer's/senior manager's success in achieving his or her individual performance goals and objectives and the corporate performance goals and objectives deemed relevant to the officer/senior manager as established by the Committee, as well as in fostering a corporate culture that promotes the highest levels of integrity and the highest ethical standards. The Committee may request that the Chief Executive Officer prepare a written annual performance report and compensation recommendation for each of his or her direct reports. The responsible managers of other senior management shall also prepare such an annual performance report for the consideration of the Committee.

4. Non-Employee Director Compensation. The Committee shall review and make recommendations to the full Board regarding the type and amount of compensation to be paid or awarded to non-employee members of the Board, including consulting, retainer, Board meeting (if any), committee membership and committee chair fees, equity incentives, and any deferred compensation arrangements or similar programs.

5. Compensation Programs for Company Employees Generally. The Committee shall review material compensation programs applicable to Company employees generally. The Committee shall review general compensation actions such as the base percent merit salary raise (if any) and submit to the Board for approval,

6. Administration of Benefit Plans. The Committee shall review and approve (or, if it deems appropriate, make recommendations to the full Board regarding) the adoption, amendment and termination of the Company's equity compensation plans such as stock option plans, stock appreciation rights plans, pension and profit sharing plans, incentive plans, stock bonus plans, stock purchase plans, bonus plans, and other compensation plans such as deferred compensation plans and similar programs. The Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, authorize the filing of registration statements related to such plans and exercise such other power and authority as may be permitted or required under such plans.

7. Insurance Coverage. The Committee shall review and establish appropriate insurance coverage for the Company's directors and officers.

8. Compensation Discussion and Analysis. The Committee shall review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" for use in any of the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements and approve the CD&A for inclusion in the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements. The Committee shall discuss with and receive reports from management regarding the Company's regulatory compliance with respect to compensation matters

9. Compensation Proposals. Provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting, including the frequency of advisory votes on executive compensation.

10. Committee Report. The Committee shall prepare and review the Committee report on executive compensation to be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

11. Risk Assessment. The Committee shall evaluate risks associated with the Company's compensation policies and practices and assess whether risks arising from the Company's compensation policies and practices are reasonably likely to have a material adverse effect on the Company.

12. Committee Self-Assessment and Charter Review. The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also review and assess the adequacy of this Charter at least annually, and shall recommend any proposed changes to the Board for its consideration. The Board shall annually approve a Charter to be effective for approximately one year or until a newly upgraded Charter is effective.