
Corporate Governance and Nominating Committee Charter

Effective: May 21, 2018

Purposes of the Committee

The purposes of the Corporate Governance and Nominating Committee (“Committee”) of the Board of Directors (the “Board”) of Monopar Therapeutics Inc. (the “Company”) are to:

- Oversee the composition of the Board to ensure that qualified individuals, meeting the criteria of The Nasdaq Stock Market LLC (“Nasdaq”) and regulations of the Securities and Exchange Commission (“SEC”), serve as members of the Board and its committees; and
- Oversee the development and implementation of corporate governance principles and policies, make recommendations to the Board regarding such corporate governance issues and maintain an informed status on Company issues related to corporate responsibility.

Membership of the Committee

Appointment and Removal

- Members of the Committee shall be appointed by the Board and shall serve at the discretion of the Board and shall serve until a successor is duly elected or the member is removed or resigns.
- A member of the Committee shall be automatically removed if the member (1) is no longer a Director of the Company, (2) is 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 (the “Sarbanes-Oxley Act”), or (3) is ineligible because of other rules or requirements.
- Committee members may otherwise be removed or replaced by vote of the Board.

Number and Qualifications

- The Committee will be comprised of at least three directors. All members must be “independent” as that term is defined by Nasdaq and, if applicable, the Sarbanes-Oxley Act. In affirmatively determining the independence of any director who will serve on the Committee, the Board shall consider all factors specifically relevant to determining whether a Director has a relationship to the Company which is material to that Director's ability to be independent from management in connection with the duties of a Committee member, including, but not limited to (1) the source of compensation of such Director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (2) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.
- Each member of the Committee shall qualify as a “Non-Employee Director” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), and be otherwise free from any relationship that, in the judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member.

Committee Structure and Operations

- The Board, taking into account the views of the Chair of the Board and the members of the Committee, shall designate one member of the Committee as its chair.
- The Committee shall meet when deemed necessary or desirable by the Committee or its chair, generally at least one time per year. The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate. The Committee may exclude anyone with a potential conflict of interest in the matters under discussion.
- The Committee shall maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The minutes of the Committee and actions by the unanimous written consent of Committee members will be distributed to the other members of the Board.
- The Committee shall report regularly to the Board summarizing each of the Committee's meetings, including the principal subjects discussed and the conclusions and actions of the Committee.
- The Committee shall annually conduct a self-evaluation and advise the Board of such evaluation.

Committee Duties and Responsibilities

The operation of the Committee shall be subject to the provisions of the Company's Bylaws and Section 141 of the Delaware General Corporation Law, each as in effect from time to time. The Committee's functions and procedures should remain flexible to most effectively address changing circumstances. To implement the Committee's purposes 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:

Identification, Nomination and Termination of Directors

- To identify, review and evaluate individuals qualified to serve on the Board consistent with criteria approved by the Board as vacancies arise and to seek out nominees to enhance the diversity, expertise and independence of the Board;
- To consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by Nasdaq;
- To recommend to the Board for selection the Director nominees to be voted upon either by the Board (for service until the next annual meeting of stockholders) or at the next annual meeting of the stockholders of the Company (for service until the subsequent annual meeting of stockholders);
- To consider recommendations for Board nominees and proposals submitted by the Company's stockholders pursuant to the procedures described in the Company's Bylaws

and/or proxy statement and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, and to recommend to the Board appropriate action on any such proposal or recommendation;

- To review all resignations tendered by Directors and recommend to the Board the action, if any, to be taken with respect to the resignation;
- To perform an annual evaluation of the Board and each committee of the Board, based on procedures and guidelines established by the Committee;
- To make recommendations to the full Board, in consultation with the Chair of the Board, concerning the appropriate size and needs of the Board, including, without limitation, regarding committees of the Board to be maintained or created; and
- To recommend to the Board, in consultation with the Chair of the Board, the chairmanship and membership of the committees of the Board and to recommend removal of committee members from the committees based on such criteria as the Committee shall from time to time establish.

Executive Sessions

- The Committee shall ensure that, as part of each regularly scheduled meeting of the Board of Directors, the outside or non-management directors shall meet in executive session prior to the conclusion of such Board meeting. Executive sessions will be chaired by the Chair of the Committee, or, in the case of executive sessions at which the principal items to be considered are within the scope of any specific committee, such meeting may be chaired by the chair of such committee.

Compliance

The Committee shall have the following additional duties:

- To oversee and evaluate compliance by the Board and management of the Company with the Company's Code of Conduct and Business Ethics and Corporate Compliance and Ethics Program;
- To review and pre-approve all board memberships for a for-profit company, other commercial entity, or advisory board, for the CEO, officers, senior managers and any Director of the Company, to assess whether such proposed membership creates or has the potential to create either a conflict of interest or an appearance of one; and
- To establish a toll-free telephone number for employees to anonymously report complaints relating to financial fraud, environmental hazards, illegal or unfair employment practices, and unethical behavior.

Training

The Committee shall coordinate the training of Directors to the extent required by the SEC and the listing requirements of Nasdaq, as amended from time to time.

Other Duties

The Committee has the following additional duties:

- To recommend guidelines to the Board for corporate succession planning as it relates to the Company's Chief Executive Officer and
- To perform any other activities required by applicable law, rules or regulations, including the rules of the SEC and any stock exchange or market on which the Company's securities may be listed from time to time, and perform such other activities that are consistent with this Charter, the Company's Bylaws and governing instruments, as the Committee or the Board deem necessary or appropriate and as assigned by the Board.

Committee Reports

The Committee shall produce the following reports and provide them to the Board:

- The results of the annual evaluation of the Board and each committee of the Board.
- An annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall also include an annual review of the adequacy of this Charter and shall recommend to the Board any revisions the Committee deems necessary or desirable, although the Board shall have the sole authority to amend this Charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee or to the chair of the Committee, whether or not such delegation is specifically contemplated under any plan or program.

Resources and Authority of the Committee

The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates, in each case at the expense of the Company. The Committee shall have sole authority to approve fees, costs, compensation and other terms of engagement of such outside resources and advisors, all of which will be promptly paid by the Company. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder. The Committee shall also have the authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. 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. The Committee shall have the authority to require that any of the Company's personnel, counsel or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special legal, accounting or other advisors and consultants. The Committee is empowered to investigate any matter brought to its attention and to retain counsel, auditors (in coordination with the Audit Committee) or other experts as required and to recommend to the Board resolution of any matter brought to its attention.

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

Last Amended: N/A