



IBIO, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

A. Purpose

The primary duties and responsibilities of the Nominating and Corporate Governance Committee (the “Nominating & Governance Committee”) of the Board of Directors (the “Board”) of iBio, Inc. (the “Company”) are to:

1. Identify qualified candidates for election, nomination or appointment to the Board and recommend to the Board a slate of director nominees for election at the next annual meeting of the stockholders of the Company;
2. Recommend candidates to fill vacancies occurring between annual stockholder meetings;
3. Recommend to the Board directors to serve on each standing committee of the Board;
4. Develop and recommend to the Board a set of corporate guidelines applicable to the Company (the “Corporate Governance Guidelines”) and periodically review and update such Corporate Governance Guidelines as well as the charters of each committee of the Board; and
5. Oversee an annual evaluation of the Board and executive management to determine whether it and its committees are functioning effectively.

B. Structure and Membership

1. Number. The Nominating Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by the applicable rules of the NYSE American, LLC (“NYSE American”), each member of the Nominating Committee shall be independent as defined by such rules.
3. Chair. Unless the Board elects a Chair of the Nominating Committee, the Nominating Committee shall elect a Chair by majority vote. No person shall serve as Chair of the Nominating Committee for a continuous term of more than five years, and a new Chair of the Nominating Committee shall be elected at least once every five years.
4. Compensation. The compensation of Nominating Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Nominating Committee shall be appointed by the Board, upon the recommendation of the Nominating Committee. The Board may remove members of the Nominating Committee with or without cause.

C. Authority and Responsibilities

1. General. The Nominating Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment. The Nominating Committee will consider the potential effects on the Company's reputation of Company actions and public statements within the scope of its responsibility.
2. Board and Committee Membership
 - i. 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 Nominating Committee shall be responsible for identifying, evaluating and recommending qualified candidates to serve on the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Nominating Committee shall recommend to the Board the director candidates for election by the Board or as nominees for election by the shareholders of the Company. In the event that a vacancy on the Board arises, the Nominating Committee will seek and identify a qualified director nominee to be recommended to the Board for either (a) an appointment by the Board to serve the remainder of the term of the director position that is vacant or (b) to stand election at the next annual meeting of stockholders. In making such recommendations, the Nominating Committee shall consider candidates proposed by stockholders. The Nominating 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.
 - ii. Criteria for Selecting Directors. The Nominating Committee shall, in consultation with the Chairman and Chief Executive Officer ("CEO"), develop criteria and principles to be used in the director selection process and submit such criteria and principles to the Board for approval. The Nominating Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members. The Nominating Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates.
 - iii. Board Composition. The Nominating Committee shall evaluate, in consultation with the Chairman of the Board and CEO, the current composition, size, role and functions of the Board and its committees to oversee successfully the business and affairs of the Company in a manner consistent with the Company's Corporate Governance Guidelines. The Nominating Committee shall make recommendations to the Board concerning the appointment of directors to Board committees and the selection of the Chairman of the Board and the Board committee chairs consistent with the Company's Corporate Governance Guidelines.

- iv. Search Firms. The Nominating Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Nominating Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Nominating Committee.
- v. Independence. The Nominating Committee shall also consider and assess the independence of directors, including whether a majority of the Board continues to be independent from management in both fact and appearance, as well as within the meaning prescribed by NYSE American.
- vi. Annual Evaluation Process. The Nominating Committee shall determine the methods and manner of execution of the annual evaluations of the Board and each Board committee and support the annual performance evaluation process.
- vii. Retirement. The Nominating Committee shall evaluate and make recommendations to the Board regarding director retirements, director re-nominations and directors' changes in circumstances in accordance with the Company's Corporate Governance Guidelines.
- viii. Succession Planning. The Nominating Committee shall oversee an annual review by the Board on succession planning, which shall include transitional leadership in the event of an unplanned vacancy.
- ix. Stockholder Proposals. The Nominating Committee shall review and make recommendations to the Board regarding the position the Company should take with respect to any proposals submitted by stockholders for approval at any annual or special meeting of stockholders.
- x. General. The Nominating Committee shall perform any other activities consistent with this Charter, the Company's Certificate of Incorporation and Bylaws, as amended from time to time, the NYSE American company guide, and any governing law, as the Board considers appropriate and delegates to the Nominating Committee.

3. Corporate Governance Guidelines and Other Policy Development

- i. Corporate Governance Guidelines. The Nominating Committee shall: (a) develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company; (b) review and reassess the adequacy of such Corporate Governance Guidelines annually, recommending to the Board any changes deemed appropriate; and (c) generally advise the full Board on corporate governance matters.

- ii. Organizational Documents. Evaluate any proposed amendments to the Company's Certificate of Incorporation, bylaws or other corporate governance documents and recommend appropriate action to the Board.
- iii. Code of Business Conduct and Ethics. The Nominating Committee shall review annually the Company's Code of Business Conduct and Ethics and review other Company policy statements to determine their adherence to the Company's Code of Business Conduct and Ethics. A copy of this Code of Business Conduct and Ethics shall be available on the Company's website.
- iv. Continuing Education. The Nominating Committee shall develop and implement continuing education programs for all directors, including orientation and training programs for new directors.

D. Procedures and Administration

- 1. Meetings. The Nominating Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Nominating Committee may also act by unanimous written consent in lieu of a meeting. The Nominating Committee shall keep such records of its meetings as it shall deem appropriate.
- 2. Subcommittees. The Nominating Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member).
- 3. Reports to the Board. The Nominating Committee shall report regularly to the Board.
- 4. Annual Evaluation. The Nominating Committee shall conduct an annual performance self-evaluation of the Nominating Committee. The Nominating Committee shall report its conclusions regarding this evaluation to the Board. The Nominating Committee's report to the Board should generally include an assessment of its compliance with this Charter as well as an identification of areas in which the Nominating Committee could improve its performance.
- 5. Charter. The Nominating Committee shall review and reassess annually the adequacy of this Charter and recommend to the Board for approval any improvements to this Charter that the Nominating Committee considers necessary or valuable.
- 6. Independent Advisors. The Nominating Committee is authorized, without further action by the Board, 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 Nominating Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Nominating Committee.

7. Investigations. The Nominating 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 Nominating Committee or any advisors engaged by the Nominating Committee.
8. Funding. The Nominating Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Nominating Committee that are necessary or appropriate in carrying out its duties.

E. Public Availability

The Company shall make this Charter available on or through its website.

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