

**ABEONA THERAPEUTICS INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

A. PURPOSE

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the “*Board*”) of Abeona Therapeutics Inc. (the “*Company*”) is to:

- recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board;
- recommend to the Board the directors to be appointed to each committee of the Board;
- develop and recommend to the Board corporate governance guidelines; and
- oversee the evaluation of the Board and the committees of the Board.

B. STRUCTURE AND MEMBERSHIP

1. Number. The Nominating and Corporate Governance Committee shall preferably consist of three directors but may consist of such other number of directors as the Board shall from time to time determine. In no event shall the Nominating and Corporate Governance Committee consist of fewer than two directors.

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

3. Chair. Unless the Board elects a Chair of the Nominating and Corporate Governance Committee, the Nominating and Corporate Governance Committee shall elect a Chair by majority vote.

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

5. Selection and Removal. Members of the Nominating and Corporate Governance Committee shall be appointed by the Board. The Board may remove members of the Nominating and Corporate Governance Committee from such Committee, with or without cause.

6. Rules and Procedures. The Nominating and Corporate Governance Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Nominating and Corporate Governance Committee.

C. AUTHORITY AND RESPONSIBILITIES

1. General.

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

2. Board and Committee Membership.

(a) 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 and Corporate Governance Committee shall be responsible for (a) identifying, with input from the Company's management and Board members if desired, individuals qualified to become Board members, consistent with criteria approved by the Board, and (b) recommending to the Board the 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 Nominating and Corporate Governance Committee shall consider candidates, if any, proposed by stockholders. The Nominating and Corporate Governance 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. The Nominating and Corporate Governance Committee may adopt, and periodically review and revise, as it deems appropriate, procedures regarding director candidates proposed by stockholders.

(b) Criteria for Selecting Directors. The Nominating and Corporate Governance Committee will work with the Board on an annual basis to determine the suitability of individual Board members, taking into account an individual's skills, expertise, industry and other knowledge and business and other experience that would be useful to the effective oversight of the Company's business.

(c) Search Firms. The Nominating and Corporate Governance 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 and Corporate Governance Committee is empowered, without further action by the Board, to cause the Company to pay reasonable compensation to any search firm engaged by the Nominating and Corporate Governance Committee pursuant to the foregoing sentence.

(d) Board Committees. The Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the directors to be appointed to each standing committee of the Board. The Nominating and Corporate Governance Committee shall periodically review the composition of each Board committee and make recommendations to the Board for changes or rotation of committee members, the creation of additional Board committees, or the dissolution of Board committees.

3. Corporate Governance

(a) Corporate Governance Guidelines. The Nominating and Corporate Governance Committee shall develop and recommend to the Board corporate governance guidelines applicable to the Company. The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, but at least annually, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

(b) Board Leadership Structure. The Nominating and Corporate Governance Committee shall periodically review the Board's leadership structure, including any of the roles of Chairman, Executive Chairman, and the chair of each Board committee, to assess whether such leadership structure is appropriate given the specific characteristics and circumstances of the Company.

(c) ESG Oversight. The Nominating and Corporate Governance Committee shall oversee the Company's sustainability and corporate responsibility strategy and practices, including the Company's reporting and disclosure practices relating to environmental, social and governance ("ESG"). The Nominating and Corporate Governance Committee also shall periodically review and report to the Board concerning the Company's corporate responsibility and sustainability efforts, including the impact of environmental and social issues on the Company.

4. Evaluation of the Board

(a) Evaluation of the Board. The Nominating and Corporate Governance Committee shall be responsible for overseeing a periodic self-evaluation of the Board to determine whether it and its committees are functioning effectively.

(b) Additional Duties. In addition to the duties and responsibilities expressly delegated to the Nominating and Corporate Governance Committee in this Charter, the Nominating and Corporate Governance Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Nominating and Corporate Governance Committee, the Company's bylaws, and applicable Nasdaq rules.

(c) Director Compensation. The Nominating and Corporate Governance Committee shall periodically review and make recommendations to the Board with respect to Board and committee compensation and benefits.

D. PROCEDURES AND ADMINISTRATION

1. Meetings. The Nominating and Corporate Governance Committee shall meet as often as it deems necessary to perform its responsibilities, but not less frequently than annually. The Nominating and Corporate Governance Committee may also act by unanimous written consent in lieu of a meeting. The Nominating and Corporate Governance Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee shall report regularly to the Board.

4. Charter. The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, but no less than annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Independent Advisors. The Nominating and Corporate Governance 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 and Corporate Governance Committee may invite such advisors to attend meetings of the Nominating and Corporate Governance Committee or to meet with any members of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance 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 and Corporate Governance Committee.

6. Investigations. The Nominating and Corporate Governance 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 and Corporate Governance Committee or any advisors engaged by such Committee.

7. Self-Evaluation. The Nominating and Corporate Governance Committee shall annually evaluate its own performance and shall present the results of the evaluation to the Board, including any recommended changes to its duties and responsibilities, this Charter, or the policies and practices of the Company that are relevant to the duties and responsibilities of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall conduct its evaluation in such manner as it deems appropriate.

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Revised: June 24, 2022