



# Monopar Therapeutics

## Corporate Governance and Nominating Committee Charter

**Adopted by the Board of Directors on October 30, 2023**  
(as amended on October 10, 2023)

### 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 Company corporate governance functions on behalf of the Board and make recommendations to the Board regarding corporate governance issues.
- Identify and evaluate candidates to serve as directors of the Company consistent with the criteria approved by the Board and meeting the criteria of The Nasdaq Stock Market LLC (“Nasdaq”) and the regulations of the Securities and Exchange Commission (“SEC”). Select and recommend to the Board for the selection of candidates to the Board or to serve as nominees for directors for the annual meeting of stockholders.
- Review and evaluate periodically the performance of the Board and management.
- Oversee the development and implementation of corporate governance guidelines, including relevant principles and policies. Make recommendations to the Board for the approval of such corporate governance guidelines. Review and revise as appropriate the Guidelines annually for Board review and approval.
- Update the Board promptly on any corporate governance issues that arise.

### Membership of the Committee

#### Appointment and Removal

- Members of the Committee shall be appointed by the Board, shall serve at the discretion of the Board and shall serve until a successor is duly elected or the member is removed or resigns. Members of the Committee may be removed from the Committee, with or without cause, by a majority vote of the Board. Any Member of the Committee may resign effective upon giving written notice of their resignation date to the Chair of the Board, the Corporate Secretary, or the Board.
- 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.

#### 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 the source of compensation of such Director, including any consulting, advisory or other compensatory fee paid by the Company to such Director other than fees paid for his or her capacity as a member of the Board or fees paid for service on Board Committees.

- Each member of the Committee shall qualify as a "Non-Employee Director" for the purposes of Rule 16b-3 under 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 Authority**

- The Committee shall have access to all books, records, facilities, and personnel of the Company as deemed necessary or appropriate by any member of the Committee to the discharge his or her responsibilities hereunder. The Committee shall have access to and shall communicate with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board, and its various committees as applicable.
- The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting, or other advisors and consultants, as well as sole authority to retain and terminate executive search firms to help identify director candidates. The Committee shall have the sole authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall also have the authority to pay at the expense of the Company, ordinary administrative expenses, (including expenditures for external resources) that as determined by the Committee are necessary or appropriate in carrying out its duties.
- The Committee may form and delegate authority to one or more subcommittees as appropriate except to the extent such delegation is limited by applicable law, regulation, or listing standard.
- Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated and, unless the Committee alters or terminates such delegation any action by the Committee on any matter so delegated shall not limit or restrict action by such subcommittee on such matters.
- The operation of the Committee shall be subject to the bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.
- The approval of this Corporate Governance and Nominating Committee Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

### **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 required by the Committee or its chair, at least one time per year. The Committee may invite such members of management and other persons to its meetings, who may not vote, as it may deem necessary or appropriate. The Committee may exclude anyone with a potential conflict of interest from the matters under discussion.

- The Committee shall maintain written minutes of its meetings and copies of its actions by unanimous written consent and will cause such minutes and copies of actions by unanimous written consents to be filed with the Company's corporate documents. 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 and to the Secretary of the Company.
- The Committee shall report regularly to the Board summarizing each of the Committee's meetings, including the principal subjects considered or discussed and the conclusions and actions of the Committee, which can be fulfilled through the distribution of the Committee meeting minutes and actions by unanimous written consent to other members of the Board. The Committee shall report on requests as to specific subjects as requested by the Board.
- A majority of the Committee members, present in person or by phone, or by Zoom or other electronic method, shall constitute a quorum. A majority of the Committee members present shall decide any questions brought before the Committee, except to the extent otherwise required by the Company's certificate of incorporation or bylaws (each as in effect from time to time).
- Unless otherwise restricted by the Company's bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing (including electronic transmission) and such writing (including any electronic transmission) is filed with the minutes of the Committee.
- The Committee shall annually conduct a self-evaluation and report the results of the self-evaluation to the Board.

### **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**

**1. Director Nomination.** To annually review the tenure, performance, and contributions of existing Board members to the extent they are candidates for re-election and consider all aspects of each candidate's qualifications and skills with the goal of ensuring to the extent reasonably possible that the Board has diversity of experience and perspectives as well as race, gender, and areas of expertise. To further this goal, the Committee will include in each search, highly qualified candidates who reflect diverse experiences and backgrounds, including diversity of gender and race.

- As vacancies arise, in coordination with the Board Chair and the Chief Executive Officer, to identify, review and evaluate individuals qualified to serve on the Board consistent with above criteria along with criteria approved by the Board and to seek out nominees to enhance the relevant experience, expertise, diversity and needed qualifications of the Board.
- Where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate a Board member, the selection and nomination of such Board member need not be subject to the Committee's process.

- To recommend to the Board for selection of 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.

**2. Director Independence.** To periodically review 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 Nasdaq and other applicable regulations.

**3. External Stockholder Director Nominees.** 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.

**4. Director Resignations.** To review all resignations tendered by Directors and recommend to the Board if any action, including the acceptance or rejection of such resignation, should be taken.

- To review the continued appropriateness of Board membership when a Director resigns from his or her present employment or who materially changes his or her current position or joins a new public company board. In the Committee's review, it shall determine whether it believes that such Director's change in circumstances represents a conflict of interest or otherwise inhibits such Director's ability to serve the best interest of the Company and its stockholders.

**5. Annual Evaluations Board and Committees.** To perform an annual evaluation of the Board and each committee of the Board, based on procedures and guidelines established by the Committee. The Committee may agree to accept any self-evaluation performed by the committees of the Board in satisfaction of this duty.

**6. Recommendation of Board Size and Capabilities.** To recommend to the full Board, in consultation with the Chair of the Board, the current and future appropriate size and needs of the Board, including, without limitation, committees of the Board to be maintained, created or terminated.

**7. Recommendation as to Committee Personnel and Duties.** To recommend to the Board, in consultation with the Chair of the Board, the chair and membership of the committees of the Board and to recommend removal of committee members from the committees based on such criteria as the Governance Guidelines or other criteria the Board shall from time to time establish.

The Committee shall be responsible for reviewing with the entire Board, as needed, the appropriate skills and characteristics and functional performance required of Directors in the context of the current make-up of the Board and the anticipated needs of the Board and the Company.

If a Director believes that a significant issue involving corporate governance at the Company exists, that Director shall promptly bring such issue directly to the attention of a Committee chair or other suitable member. Absent unusual circumstances, discussion of such issues with the Committee should occur prior to raising the matter with other non-Committee Directors or members of management.

**8. Board and Management Evaluations.** To oversee the annual self-evaluations of the Board, the Board Committees and management. Individual manager evaluations may be supplemented by a written summary by the primary supervising manager or key peers as appropriate or needed to gather major independent inputs.

**9. Diversity.** To prepare an annual diversity policy and plan and review the effectiveness of any diversity policy the Board may determine to implement.

**10. Annual Self Evaluations of the Committee and the Committee Charter.** To perform an annual self-evaluation of the performance of the Committee. The Committee shall annually review and reassess this Charter including a review of the Committee's compliance with this Charter and submit any recommended changes to the Board for its consideration.

**11. Executive Sessions.** To ensure that, as part of each regularly scheduled meeting of the Board of Directors, the outside or non-employee directors shall meet in executive session prior to the conclusion of such Board meeting. Executive sessions will be chaired by the Chair of the Board, or, in the case where appropriate, the Director or senior manager who is most qualified to deal with the purpose of the executive session. The Board can waive such executive session at any ad hoc Board meeting should the subject of such meeting not warrant an executive session.

**12. Director Education and New Director Orientation.** To institute plans or programs it may deem appropriate for the continuing education of Directors to the extent required by the SEC and the listing requirements of Nasdaq as amended from time to time, and for plans and programs it may deem appropriate for the orientation of new Directors to familiarize them with the Company's business and operations.

**13. Management Succession.** To periodically (once a year or as needed) update as deemed necessary and review with the Chief Executive Officer the plans for succession for the Company's Executive Officers, as it sees fit and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions. In the likely case that the size of the Company currently may not contain sufficient candidates within the current staff with qualifications for the potentially open Executive Officer positions, other actions may be considered.

**14. 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 Business Conduct and Ethics and the Corporate Compliance Program.
- To oversee the investigation of, and may also request the investigation of, any significant instances of noncompliance with laws or the Company's compliance programs, policies or procedures, or potential compliance violations that are reported to the Committee; provided, however, that any such matters related to financial noncompliance or potential financial compliance violations shall be directed to the Audit Committee for investigation.
- To review and assess the Company's Code of Conduct and Business Ethics and Corporate Compliance Ethics Program and recommend to the Board from time to time any amendments to such code and program.
- To review and pre-approve all outside board memberships for a for-profit company, other commercial entity, or advisory board, for the CEO, officers and senior managers 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.
- To ensure that a toll-free telephone number is established and maintained for employees to anonymously report complaints to the Chair of the Board or Chair of the Audit Committee or both (depending on the type of complaint) relating to financial fraud, environmental hazards, illegal or unfair employment practices, and unethical behavior.

- To make any public disclosures required by applicable law in the course of exercising its authority.

### **Other Duties**

The Committee has the following additional duties, when appropriate:

- To periodically assess (but at least annually) the directors and officers (“D&O”) insurance policy of the Company and make recommendations to the Board for the initiation, renewal or amendment of D&O insurance coverage or the replacement of the underwriter.
- To assess policies and practices of the Company with respect to the indemnification of directors by the Company and payments made pursuant to such policies and practices.
- To periodically review the Company’s environmental, social and governance (ESG) programs, initiatives and policies and from time to time to make recommendations to the Company regarding ESG matters.
- To recommend guidelines to the Board for corporate succession planning as it relates to the Company’s Chief Executive Officer.
- 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.

### **Diversity and Inclusion**

The Company values a diverse and inclusive environment and works to ensure access to a wide range of viewpoints, education/training, experience and backgrounds. The Company believes appointments should be based on merit and experience, and the Company is committed to selecting the best person to fulfill these roles.

The Committee periodically reviews its recruitment and selection processes and values diversity when identifying and nominating candidates for 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 self-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 (previously coordinated with the Audit Committee) 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