

NEUBASE THERAPEUTICS, INC.

POLICY REGARDING SECURITYHOLDER RECOMMENDATIONS OF DIRECTOR NOMINEES

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of NEUBASE THERAPEUTICS, INC. (the “*Company*”) will consider director candidates recommended by securityholders of the Company. The Committee does not intend to alter the manner in which it evaluates a candidate for nomination to the Board based on whether the candidate was recommended by a securityholder of the Company.

Securityholders who wish to recommend individuals for consideration by the Committee to become nominees for election to the Board at an annual or special meeting of stockholders must do so by delivering a written recommendation to the Committee, c/o NeuBase Therapeutics, Inc., 700 Technology Drive, Pittsburgh, PA 15219, Attn: Secretary. Such written recommendation must be received:

- in the case of an annual meeting, not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year’s annual meeting; *provided, however*, that, in the event that the date of the annual meeting is advanced more than 30 days prior to, or delayed by more than 30 days after, the anniversary of the preceding year’s annual meeting, written notice by the stockholder must be received by the Secretary of the Company not earlier than the close of business on the 120th day prior to the annual meeting and not later than the close of business on the later of (a) the 90th day prior to the annual meeting and (b) the 10th day following the day on which public announcement of the date of the annual meeting is first made; and
- in the case of a special meeting of stockholders at which directors are to be elected, not later than the close of business on the later of (a) the 90th day prior to the special meeting and (b) the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board to be elected at such special meeting.

Each written recommendation must also meet the deadlines and other requirements set forth in the Company’s Bylaws (as may be amended or restated from time to time) (the “*Bylaws*”) and the rules and regulations of the Securities and Exchange Commission and must set forth, among other information as described more fully in the Bylaws:

- the name and address of the securityholder(s) of the Company on whose behalf the recommendation is being made (each, a “*Recommending Securityholder*”);
- the class, series and number of shares of capital stock of the Company that are, directly or indirectly, owned beneficially and of record by the Recommending Securityholder made as of the date of the written recommendation, and the time period for which such shares have been held;

- A statement from the Recommending Securityholder as to whether such Recommending Securityholder has a good faith intention to continue to hold the reported shares through the date of the Company's next annual meeting of stockholders;
- the proposed director candidate's full legal name, age, business address and residential address;
- a description of the proposed director candidate's principal occupation or employment and business experience for at least the previous five years;
- complete biographical information for the proposed director candidate;
- a description of the proposed director candidate's qualifications as a director;
- the class, series and number of shares of capital stock of the Company which are, directly or indirectly, owned of record and beneficially by the proposed director candidate, and the date or dates on which such shares were acquired and the investment intent of such acquisition;
- a description of all relationships, arrangements, agreements and understandings between the Recommending Securityholder and its affiliates, on the one hand, and the proposed director candidate, on the other hand, and of all arrangements or understandings between such Recommending Securityholder and the proposed director candidate;
- any other information relating to the proposed director candidate that is required to be disclosed in solicitations for proxies for election of directors in an election contest or that is otherwise required pursuant to Regulation 14A promulgated under the Securities Exchange Act of 1934, as amended;
- A statement from the Recommending Securityholder supporting such Recommending Securityholder's view that the proposed director nominee possesses the minimum qualifications prescribed by the Company for nominees, and briefly describing the contributions that the proposed director nominee would be expected to make to the Board and to the governance of the Company; and
- A statement from the Recommending Securityholder whether, in the view of such Recommending Securityholder, the nominee, if elected, would represent all stockholders of the Company and not serve for the purpose of advancing or favoring any particular stockholder or other constituency of the Company.

If a recommendation is submitted by a group of two or more securityholders, the information above must be submitted with respect to each securityholder in the group.

In addition, each submission must be accompanied by the signed written statement of the proposed director candidate: (i) consenting to be named as a nominee for election to the Board, (ii) consenting to serve as a director, if elected, and (iii) consenting to be interviewed by the Committee, if the Committee chooses to do so in its discretion.

If a proposed director candidate is recommended by a securityholder in accordance with the procedural requirements discussed above, the Secretary of the Company will provide the foregoing information to the Committee. The Committee will evaluate the proposed director's candidacy and recommend whether the Board should nominate the proposed director candidate for election by the Company's securityholders.

This Policy will be subject to the periodic review of the Committee. The Committee will be responsible for the review of the compliance procedures in place to implement this Policy. The Company anticipates that modifications to this Policy will be necessary from time to time as the Company's needs and circumstances evolve, and as applicable legal or listing standards change. The Company reserves the right to amend, supplement or discontinue this Policy and the matters addressed herein, without prior notice, at any time.

Adopted on September 19, 2019

Effective on September 19, 2019