

BAUDAX BIO, INC.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER

Effective December 15, 2020

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by and shall report to and assist the Board of Directors (the “Board”) of Baudax Bio, Inc. (the “Company”). The purpose of the Committee is to (1) identify qualified individuals for membership on the Board and each committee of the Board, (2) recommend to the Board the director nominees to fill vacancies on the Board and to stand for election at the annual meetings of shareholders, (3) develop and recommend to the Board a set of Corporate Governance Guidelines for the Board, (4) provide oversight of the corporate governance affairs of the Board and (5) such other matters as directed by the Board or this Charter.

II. MEMBERSHIP

The Committee shall be comprised of the number of members as shall be determined by the Board in its sole discretion provided that the Committee shall be comprised of at least three members. Members shall be appointed and may be removed by the Board. All members of the Committee shall be independent directors, as independence is defined in accordance with the rules, regulations and standards of The Nasdaq Stock Market LLC and all other legal requirements, as determined in the business judgment of the Board. The Board shall designate one member to act as the Chairperson of the Committee. The Chairperson shall chair all meetings of the Committee and perform such other activities as from time to time are requested by the other Committee members or as circumstances dictate. The Committee may form and delegate authority to subcommittees when appropriate.

III. MEETINGS

The Committee shall meet as often as it determines is necessary to carry out its responsibilities under this Charter, and in no event less than once each year. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee shall maintain written minutes of its meetings. The Committee may, in its discretion, invite to any meeting the other Directors of the Company, members of the Company’s management or any other person, including, without limitation, outside counsel or consultants, whose presence at such meeting the Committee believes to be desirable and appropriate. The Committee may exclude anyone with a personal interest in the matters under discussion.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

Recruitment and Nomination of Directors and Committee Members

1. Develop and submit to the Board for its adoption a list of selection criteria, consistent with the Company's Corporate Governance Guidelines or governance policies, to be used by the Committee for the selection of new Directors to serve on the Board.
2. Identify, review and evaluate Director candidates, including Director candidates submitted by shareholders, for election to the Board and recommend to the Board (i) nominees to fill vacancies or new positions on the Board and (ii) the slate of nominees to stand for election by the Company's shareholders at each annual meeting of shareholders.
3. Annually review and recommend to the Board director independence determinations made with respect to continuing and prospective Directors and, as needed, consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
4. Annually recommend to the Board (i) the assignment of Directors to serve on each Board committee, (ii) the Chairperson of each committee and (iii) the Chairperson of the Board or lead independent Director, as appropriate, and recommend additional committee members to fill vacancies or as otherwise needed.
5. Consider the Board's leadership structure, including the separation of the Chairperson and chief executive officer (the "CEO") roles and/or appointment of a lead independent Director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.
6. Evaluate the re-nomination and continuing service of incumbent directors, as impacted by factors including retirement, changes in principal employment or primary occupation, conflicts of interest and attendance.

Corporate Governance

1. Develop, recommend, oversee the implementation of and monitor compliance with, the Company's Corporate Governance Guidelines, periodically review and recommend any necessary or appropriate changes to the Company's Corporate Governance Guidelines.
2. Periodically review the adequacy of the articles of incorporation and bylaws of the Company and recommend to the Board any necessary or appropriate amendments for approval and, as required, submission for consideration by the shareholders.
3. Conduct a periodic review of the Company's succession planning process for the CEO and any other members of the Company's executive management team, report its findings and recommendations to the Board.

4. Oversee compliance with the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Company's Corporate Governance Guidelines or Code of Business Conduct and Ethics for the Company's Directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver.
5. Review important issues and developments in corporate governance, and develop appropriate recommendations for the Board.

Other Areas of Responsibility and Authority

1. Develop and oversee the annual self-evaluation of the Board.
2. Conduct an annual self-evaluation of the Committee's performance in fulfilling its duties and responsibilities under this Charter.
3. At least annually, review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
4. Consider and implement policies with respect to oversight, assessment and management of risks associated with the independence of the Board, potential conflicts of interest and the effectiveness of the Board.
5. Review and recommend director orientation and continuing education programs for members of the Board.

V. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee has sole authority to retain and terminate any consultants, independent legal counsel or other advisors and 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 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 their 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, consultants and other professional advisors as required and to recommend to the Board resolution of any matter brought to its attention.