

**CHARTER
OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
GT BIOPHARMA, INC.**

Adopted as of January 28, 2021

Purposes

The primary purposes and responsibilities of the committee are to:

- identify and select, or recommend to the board for selection, the individuals qualified to serve on the company's board of directors (consistent with criteria that the board has approved) either for election by stockholders at each meeting of stockholders at which directors are to be elected or for appointment to fill vacancies on the board of directors;
- develop, recommend to the board, and assess corporate governance policies for the company; and
- oversee the evaluation of the board.

Composition

Membership. The committee must consist of at least two directors.

Independence. All committee members must have been determined by the board to be independent as defined in the Nasdaq listing standards, as they may be amended from time to time (the "listing standards") and must otherwise meet the requirements for committee membership as determined by the listing standards.

Appointment and removal. Subject to the requirements of the listing standards, the board may appoint and remove committee members from time to time, in its sole discretion. Committee members will serve for such terms as the board may fix, and in any case at the board's will, whether or not a specific term is fixed. The board will designate a committee member as the chairperson of the committee.

Duties and responsibilities

Qualifications of directors. The committee will periodically, and no less frequently than annually, meet to assess, develop and communicate with the full board concerning the appropriate criteria for nominating and appointing directors, including:

- the board's size and composition;
- corporate governance policies;
- applicable listing standards and laws;

- individual director performance, expertise, experience, qualifications, attributes, skills, tenure and willingness to serve actively;
- the number of other public and private company boards on which a director candidate serves;
- consideration of director nominees proposed or recommended by stockholders and related policies and procedures; and
- other appropriate factors.

Director nominees and vacancies. The committee will timely select or recommend to the board of director individuals for nomination as directors at each annual meeting of stockholders and appoint or recommend to the board of directors for appointment individuals to fill vacancies on the board of directors, subject to legal rights, if any, of third parties to nominate or appoint directors. The committee shall also be responsible for developing a succession plan for the board and for making recommendations to the full board on director succession matters.

Director education programs. The committee will develop and oversee the company's education programs for directors, periodically reviewing and an updating as necessary.

Committee appointments. If and when requested periodically by the board, the committee will identify and recommend to the board the appointees to be selected by the board for service on the committees of the board, including recommending a chairperson for each committee.

Governance policies. The committee will develop and, no less frequently than annually, assess and make recommendations to the board concerning appropriate corporate governance guidelines and policies. The committee shall have oversight over the company's corporate governance guidelines and policies governing the full board as they relate to matters concerning the selection of individuals to serve on the board. The company's corporate governance guidelines, as amended from time to time, are hereby incorporated into this charter.

Stockholder proposals and engagement. The committee will review stockholder proposals, except for stockholder proposals pertaining to compensation matters which are reviewed by the board's compensation committee, and recommend responses to such proposals to the board. The committee will also review and provide guidance to management and the full board on the framework for the board's oversight of and involvement in stockholder engagement.

Board evaluation. The committee will oversee an annual review of the performance of the full board and each committee and report the results thereof to the full board.

Charter; annual performance review. The committee will review and reassess the adequacy of this charter at least annually and recommend to the board amendments as the committee deems appropriate. The committee will also evaluate its own performance as a committee on an annual basis and report the results thereof to the full board.

Other directorships. The committee will review directorships in other public companies held by or offered to directors and executive officers of the company as needed. The committee will also review any changes in director circumstances and make a recommendation to the board concerning such matter.

Other functions. The committee may perform any other activities consistent with this charter, the company's corporate governance documents and applicable listing standards, laws and regulations as the committee or the board considers appropriate and report to the full board the major items covered by the committee at each meeting thereof.

General

Committee access and information. The committee is at all times authorized to have direct, independent and confidential access to the company's other directors, management and personnel to carry out the

committee's purposes. The committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the committee.

Committee advisers and funding. The committee will have sole authority to retain at the company's expense and terminate any search firm used to identify director candidates, independent counsel or other advisers to the committee and to approve the related fees and other retention terms. The committee will have sole authority to approve the engagement of any such consultant or its affiliates for additional services to the company, including the purchase of any products from such consultant or its affiliates.

Committee Structure and Operations. The committee will fix its own rules of procedure and shall meet as provided by such rules or by resolution of the committee. The committee may establish sub-committees consisting of one or more members to carry out such duties as the committee may assign.

Reliance on others. Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the committee on reports or other information provided by others.