

ABEONA THERAPEUTICS INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Charter

This charter governs the operations of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Abeona Therapeutics Inc. (the “Company”). The Committee shall review the adequacy of this charter at least annually and recommend any proposed changes to the Board for its approval, although the Board shall have sole authority to amend this charter. The Company shall make this charter available on its website at www.abeonatherapeutics.com.

Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nomination process and procedures, developing and maintaining the Company’s corporate governance policies, and any related matters required by the federal securities laws.

Membership

The Committee shall consist of at least two directors appointed by the Board, based on recommendations from the Committee. Each member of the Committee shall satisfy the applicable independence requirements of Nasdaq and the rules and regulations of the Securities and Exchange Commission. Committee members shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time. The Board shall designate a member of the Committee as the chairman.

The Committee may form and delegate any of its responsibilities to subcommittees as it deems necessary or appropriate in its sole discretion.

Meetings and Consultants

The Committee shall meet as often as it shall determine is necessary or appropriate to carry out its responsibilities, but not less frequently than annually. The Committee shall have the authority, in its sole discretion, to select, retain and terminate such consultants, outside counsel and other advisors (“Consultants”) to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee may invite such Consultants to attend meetings of the Committee or to meet with any members of the Committee. The Committee shall have the sole authority to approve the fees and retention terms relating to such Consultants, which fees shall be borne by the Company. The Committee shall not be required to implement or act consistently with the advice or recommendations of any Consultants to the Committee, and the authority granted in this charter shall not affect the Committee’s ability or obligation to exercise its own judgment in fulfillment of its duties under this charter.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- To lead the search for and screen individuals qualified to become members of the Board, consistent with criteria approved by the Board. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's annual proxy statement.
- To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.
- To review, at least annually, the standards to be applied by the Board in making determinations as to whether a director satisfies the applicable independence requirements, to recommend to the Board any modifications to these standards that the Committee deems desirable and to provide to the Board the Committee's assessment of which directors satisfy such independence requirements under then-current standards and under any recommended modifications to such standards.
- To review the Board's structure and make recommendations to the Board as necessary.
- To review the Board's committee structure and composition and to recommend to the Board for its approval directors to serve as members of each committee and committee chairmen.
- If a vacancy on the Board or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
- To conduct periodic evaluations of the Board, the Committee and other committees of the Board.
- To develop and recommend to the Board for its approval a set of corporate governance guidelines applicable to the Company, to review these guidelines annually, or more frequently if appropriate, and recommend any changes to the Board.
- To develop and recommend to the Board for its approval the Company's code of business conduct and ethics, which the Committee shall review annually, or more frequently if appropriate, and recommend changes as necessary.
- To provide general advice to the Board on the Company's corporate governance practices and procedures.
- To report to the Board on the Committee's activities.
- To perform any other activities consistent with this charter, the Company's certificate of incorporation and by-laws and applicable law, as the Committee or the Board deems appropriate.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board, including any recommended changes to its duties and responsibilities, charter, or the policies and practices of the Company that are relevant to the duties and responsibilities of the Committee. The Committee shall conduct its evaluation in such manner as it deems appropriate.

Revised: March 14, 2019