

**CHARTER OF THE NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE OF
CYTODYN INC.**

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the board of directors (the “**Board**”) of CytoDyn Inc. (the “**Company**”) is to assist the Board in (i) identifying individuals with appropriate qualifications, characteristics, and skills for election as members of the Board; (ii) assessing the size and composition of the Board and its committees; (iii) evaluating the Company’s corporate governance framework; (iv) overseeing succession planning for executive officers; and (v) designing and overseeing the performance evaluation process for the Board and its committees.

II. COMPOSITION

The Committee shall consist of two or more directors. The Committee will be composed entirely of directors who satisfy the definition of “independent”, as the term is defined in the listing rules of The NASDAQ Stock Market. Members shall be appointed by the Board. Members shall serve for such term as the Board may determine or until earlier resignation. The Board may remove any member from the Committee at any time with or without cause.

III. RESPONSIBILITIES

Within the scope of the role of the Committee described above, the Committee is charged by the Board with the following responsibilities:

- a. To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its Certificate of Incorporation (subject to stockholder approval), By-laws, Insider Trading Policy, and Disclosure Policy.
- b. To make recommendations to the Board regarding the size and composition of the Board, determine the qualifications, qualities, skills, experience and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “**Director Criteria**”).
- c. To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by one or more stockholders of the Company pursuant to the procedures established by the Committee and described in the Company’s proxy statement.

- d. 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.
- e. 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.
- f. At least annually, to review the Board's committee structure and composition, and to make recommendations to the Board regarding the appointment of directors to serve as the chair and member(s) of each committee.
- g. To assist the Board in developing and overseeing the development of succession plans and strategies for executive officer positions.
- h. To review and discuss with management the disclosures regarding the operations of the Committee, director independence, and corporate governance to be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- i. At least annually, to recommend to the Board a process for an annual evaluation of the Board and its committees and oversee the Board-approved annual evaluation process.
- j. To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, and to periodically review these programs and update them as necessary.
- k. Periodically, to review and reassess this Charter and, if appropriate, recommend changes to the Board.
- l. To perform such other duties and responsibilities as may be assigned to the Committee by the Board.

IV. AUTHORITY

By adopting this Charter, the Board delegates to the Committee full authority to:

- a. Perform each of the responsibilities of the Committee described above.
- b. Delegate such of its authority and responsibilities as the Committee deems proper to subcommittees thereof, subject to all applicable laws and regulations.
- c. Appoint a chair of the Committee, unless a chair is designated by the Board.
- d. Select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the director search firm. The Committee also shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside

counsel and any other advisors.

V. COMMITTEE STRUCTURE AND OPERATIONS

The Committee shall meet in person or by means of conference telephone or other communications equipment by means of which all directors participating in the meeting can hear each other, at such times and places as shall be determined by the Committee chairperson. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

VI. PERFORMANCE EVALUATION

The Committee shall conduct an evaluation of the performance of its duties under this charter at least annually and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.