

ANIXA BIOSCIENCES, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted July 9, 2015
Amended October 23, 2019

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Anixa Biosciences, Inc. (the “Company”) is to assist the Board and to (i) develop and recommend to the Board, and to oversee the implementation and operation of, a set of corporate governance principles applicable to the Company; (ii) determine the slate of director nominees for election to the Board and to fill vacancies occurring between annual meetings of stockholders, and (iii) recommend individuals to the Board for nomination as members of the standing committees of the Board. The Committee will report to the Board on a regular basis and not less than once a year.

COMMITTEE COMPOSITION

The Committee will have three members, or such greater number as may be determined from time to time by the Board. The initial members of the Committee will be appointed by the Board. Candidates to fill subsequent vacancies in the Committee will be appointed by the Board based on nominations by the Committee. Members will serve at the pleasure of the Board and for such term or terms as the Board may determine.

Except as may be determined by the Board under the rules of the NASDAQ Stock Market, Inc. (“NASDAQ”), the Committee will consist solely of “Independent Directors.” Independent Directors means those directors who are neither officers nor employees of the Company, or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who are otherwise “independent” under the NASDAQ rules.

As provided under the NASDAQ rules for the nominations committee, if the Committee has at least three members, one director who is not independent and is not a current officer or employee, or a person who is a relative by blood, marriage or adoption of, or who has the same residence as any current officer or employee, may be appointed to the Committee if the Board, under exceptional and limited circumstances, determines that such individual’s membership on the Committee is required by the best interests of the Company and its stockholders, and the Board discloses, in the next annual meeting proxy statement subsequent to such determination, the nature of the relationship, and the reasons for the determination. Any such member appointed to the Committee may serve for up to two years.

As also provided under the NASDAQ rules for the nominations committee, if the Committee has at least three members, one director who owns 20% or more of the Company’s common stock or voting power outstanding, and is not independent because such director is also an officer, may be appointed to the Committee if the Board determines that such individual’s membership on the Committee is required by the best interests of the Company and its stockholders, and the Board discloses, in the next annual meeting proxy statement subsequent to such determination, the nature of the relationship, and the reasons for the determination. This exception is available only if no non-independent director is appointed to the Committee under the provisions of the immediately preceding paragraph.

MEETINGS AND STRUCTURE

The Board will designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson’s vote will decide the issue. The Committee will meet in person or telephonically at least once a year in conjunction with regularly scheduled meetings of the Board and at such other regularly scheduled times and places as may be determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

DUTIES AND RESPONSIBILITIES

The following are the duties and responsibilities of the Committee:

1. To assist the Board in organizing itself to discharge its duties and responsibilities properly and effectively. To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable concerning the size of the Board or any committee thereof.
2. To identify individuals believed to be qualified to become Board members, and to determine the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee will determine a nominee to fill such vacancy either through appointment by the Board or through election by stockholders. In nominating candidates, the Committee will take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management, but is not required to do so.
3. Review the qualifications of, and make recommendations regarding, director nominations submitted to the Company by stockholders of the Company in accordance with the Company's by-laws or otherwise.
4. To develop and recommend to the Board standards to be applied in making determinations as to the absence of relationships between a director or prospective director and the Company, its subsidiaries, or any entity with which the Company does business which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.
5. To monitor ongoing compliance with Board and Board committee membership criteria.
6. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, to make a recommendation to the Board as to the class of directors in which the individual should serve.
7. To identify Board members qualified to fill vacancies on any committee of the Board other than this Committee, and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee will take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
8. To establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
9. To receive, through the Committee's chairperson, interested-party communications directed to the non-management directors.
10. To develop and recommend to the Board a set of corporate governance principles' applicable to the Company, to oversee the implementation and operation of the corporate governance principles, and to review those principles at least once a year.
11. To review and report to the Board concerning the corporate governance implications of proposed changes to the charter of any committee of the Board.
12. To prepare and issue the evaluation required under "Performance Evaluation" below.
13. To perform any other duties or responsibilities expressly assigned to the Committee by the Board from time to time relating to corporate governance or to the nomination of Board and committee members.

14. To evaluate and recommend to the Board for its determination whether to separate the positions of Chief Executive Officer and Chairman of the Board.

15. To evaluate and recommend to the Board for consideration whether the Board should have a lead independent director and, if so, identify the director that should be appointed to the position and the extra duties and responsibilities that such director should have.

PERFORMANCE EVALUATION

The Committee will produce and provide to the Board an annual performance evaluation of the Committee, which evaluation will compare the performance of the Committee with the requirements of this Charter. The performance evaluation will also recommend to the Board any improvements to the Committee's Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee will be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. The authority to retain consultants or search firms used to identify director candidates shall be vested solely in the Committee.

AMENDMENT

This Charter and any provision contained herein may be amended or repealed by the Board.