

ATOSSA THERAPEUTICS.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

The Board of Directors (the “Board”) of Atossa Therapeutics Inc. (the “Company”) hereby sets forth the authority and responsibilities of the Nominating and Governance Committee (the “Committee”) as described below, subject to amendment by the Board from time to time.

Statement of Purpose

The purpose of the Committee is to (i) review and recommend a set of corporate governance principles applicable to the Company, (ii) identify individuals qualified to become directors; (iii) serve as the Company’s nominating committee to recommend a slate of director nominees to be proposed by the Board to the stockholders (and recommend any director nominees to be elected by the Board to fill interim vacancies); (iv) recommend directors for membership on Board committees; and (v) oversee an annual evaluation of the Board. If a director believes that a significant issue exists that involves corporate governance at the Company, that director should promptly bring such issue directly to the attention of the Committee. Absent unusual circumstances, discussion with the Committee should occur prior to raising the matter with other directors or members of management.

Organization

The Committee will be comprised of two or more directors as determined by the Board and each such committee member will satisfy the listing requirements of The NASDAQ Stock Market (regardless of whether shares of the Company’s common stock are listed on that exchange). The Committee will have: (i) at least one independent member upon consummation of the Company’s initial public offering of its common stock (the “Initial Public Offering”), (ii) a majority of independent members 90 days therefrom, and (iii) all independent members within one year of the consummation of the Company’s Initial Public Offering. The Committee may form and delegate authority to subcommittees. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of the members of the Committee who are (a) “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934 (the “Exchange Act”) or (b) “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”). The Board may remove members of the Committee from such Committee, with or without cause.

Duties and Responsibilities

The following functions shall be the recurring activities of the Committee in carrying out its responsibilities. The functions are set forth as a guide and may be varied from time to time as appropriate under the circumstances.

1. Director Nominees. The Committee shall be responsible for identifying individuals qualified to become board members, consistent with criteria approved by the Board, and selecting or recommending to the Board for selection, nominees for election as directors. The Committee shall set a process for identifying and evaluating nominees, and shall develop a profile of various attributes that a potential member of the Board should possess in order to contribute effectively to the Board, and shall determine and periodically review its criteria for Board membership. In fulfilling its responsibility to nominate directors, the Committee shall have the sole authority to retain a director search firm.

2. Policy for Stockholder Recommendations. The Committee shall be responsible for establishing a policy under which stockholders may recommend a candidate to the Committee for consideration for nomination as a director.
3. Committee Nominees and Term. The Committee shall recommend to the Board qualified individuals to serve as committee members on the various Board committees. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed. The Committee shall make recommendations regarding the term of committee members and the committee chairmen.
4. Board Composition and Evaluation. The Committee shall recommend criteria for assessment of the performance of the Board as a whole, for each Board committee, and for individual directors. The Committee shall annually review and evaluate the performance, operations, size and composition of the Board.
5. Director Assessment upon Change of Circumstances. The Committee shall review and assess any director who: (a) retires, (b) changes from the principal occupation or principal background association held when such director was originally invited to join the Board, (c) joins any new board of directors of a public company or private company or (d) joins a governmental commission, and in each case shall determine whether it believes that such director's change in circumstances represents a conflict of interest or otherwise inhibits such director's ability to serve the best interest of the Company and its stockholders.
6. Director Education. The Committee shall evaluate the need and, if necessary create a plan for the orientation and continuing education of directors.
7. Corporate Governance Guidelines. The Committee shall periodically assess and review the Company's Corporate Governance Guidelines and recommend any changes deemed appropriate to the Board for its consideration.
8. Charter. The Committee shall periodically review and assess the adequacy of this charter and recommend and submit any changes to the Board for approval.
9. Generally. The Committee shall review such other matters as the Board or the Committee shall deem appropriate.

Procedures and Administration

1. Meetings. The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate. The Committee shall report regularly to the Board on its activities.
2. Action. A majority of regular members then serving on the Committee shall constitute a quorum. Action may be taken by the Committee (or any subcommittee of the Committee) upon the affirmative vote of a majority of the members of the Committee (or subcommittee). Action may be taken by the Committee (or any subcommittees) without a meeting if all of the members of the Committee (or any subcommittees) indicate their approval thereof in writing.

3. Notice. Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least twenty-four hours prior to the meeting (provided that participation in any meeting shall be deemed to constitute waiver of any deficiency in such notice).
4. Subcommittees. The Committee shall have the authority to delegate to subcommittees of the Committee any responsibilities of the full Committee.
5. Charter. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
6. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal, accounting, and other advisors as it deems necessary or appropriate to carry out its responsibilities.
7. Expenses. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
8. Committee Self-evaluation. The Committee shall review its performance against the requirements of this Charter periodically, and shall report to the Board on the results of such evaluation. The Committee's performance evaluation shall be conducted in such manner as the Committee deems appropriate.