

NOMINATING AND GOVERNANCE COMMITTEE CHARTER PREDICTIVE ONCOLOGY INC.

(revised on June 2, 2020)

The Committee (“The Committee”) is comprised solely of independent Directors, to serve at the pleasure of the Board.

The Chairperson of the Committee or, if not present, the senior independent Director present, shall preside at all meetings of the Committee. Committee membership shall be limited to the independent Directors of the Company. Members must have an understanding of and interest in corporate governance and corporate board issues, derived from membership on boards of public companies or relevant training or education.

Members shall be appointed to the Committee by a vote of a majority of the Board. Members shall serve on the Committee for such period as the Board may determine, and may be removed from the Committee at any time upon the vote of a majority of the Board. The Chairperson shall be appointed by a vote of the majority of the Board.

The Committee shall consist of two or more independent Directors as determined by the Board, or such greater number if so required by applicable law, rule or regulation, each of whom shall be an “independent Director,” as such term is defined by The NASDAQ Market Listing Rule 5605(a)(2), and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

PURPOSES, GOALS AND RESPONSIBILITIES

PURPOSES

1. Consider and make recommendations to the Board on all matters pertaining to the effectiveness of the Board, such as:
 - a. size and composition of the Board; including the recognition of Equal Opportunity (which is the policy of treating Directors and others without discrimination, especially on the basis of their sex, ethnicity, religion, disability, national origin, sexual orientation or identification, veteran status, race, or age);
 - b. individuals qualified to become Directors;
 - c. nominees to the Board for action at the next annual meeting of shareholders;
 - d. the structure and composition of the committees of the Board;
 - e. Board compensation;
 - f. evaluation of the Directors, Committees and the Board;
 - g. overseeing the staggered annual Board elections.

2. Advise the Board and management on Company policies and practices that pertain to the Company’s responsibilities as a global corporate citizen, its special obligations as a biotechnology company whose products and services affect health and quality of life around the world, and its commitment to the highest standards of ethics and integrity in all its dealings.

The Committee shall take a leadership role in shaping the corporate governance of the Company, including the development of a set of corporate governance guidelines.

GOALS AND RESPONSIBILITIES

1. Review the size and composition of the Board and make recommendations to the Board as appropriate. The Committee shall have authority, with management consultation, for the engagement and termination of any search firm to be used to identify Director candidates and to approve engagement fees and terms for such firms.
2. Review criteria for election to the Board and recommend candidates for Board membership.
3. Review policies concerning retirement from the Board and, as appropriate, make recommendations to the Board for changes in policy.
4. Review the structure and composition of Board committees and make recommendations concerning the membership and the chairmanship of each committee based on seniority, expertise and other relevant considerations.
5. Consider and make recommendations to the Board concerning such other matters relating to the practices, policies and performance of the Board as may be appropriate from time-to-time.
6. Regularly report to the Board on the Committee's activities and inform the Board promptly of any issues or concerns.
7. Review related person transactions and approve, disapprove or ratify such transactions in accordance with the Related Person Transaction Policy under the Policies of the Board and under the purview of the Audit Committee.
8. As necessary, review the Board's approach to determining Director independence and recommend changes as appropriate for consideration and approval by the full Board.
9. Review the D&O indemnity and Fiduciary Liability Insurance coverage for the Company's Officers and non-employee Directors.
10. Review public policy positions and strategy regarding political engagement, and corporate responsibility initiatives with significant financial reputational impact, as appropriate.
11. Monitor and evaluate the Company's corporate citizenship and corporate responsibility programs and activities, including the support of charitable, political and educational organizations and political candidates and causes.
12. Review and make recommendations to the Board on proposals that relate to corporate governance, public policy and/or corporate responsibility issues submitted by shareholders for inclusion in the Company's proxy materials.

13. Review and recommend, as appropriate, external and internal training and educational opportunities for Directors in areas of importance to the Company.
14. Develop a plan to periodically review and update this Charter as necessary.

MEETING FREQUENCY

The Committee shall meet no less frequently than twice each year. Meetings may be called by the Chairperson of the Committee or upon the vote of a majority of the Board.