

Nominating and Corporate Governance Committee Charter

Organization

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of PDS Biotechnology Corporation (the “Company”) is established pursuant to the Amended and Restated Bylaws of the Company. The Board of Directors will appoint Committee members and such Committee members shall serve for such term or terms as the Board of Directors may determine or until their earlier resignation or death. The Board of Directors may remove or replace any Committee member at any time. The Board of Directors will also appoint a chairperson for the Committee. The Committee will consist of the number of members required by the listing standards of the Company’s principal stock exchange (subject to any applicable exceptions permitted under such listing standards), each of whom shall be independent as defined by such listing standards and any other applicable laws, rules and regulations governing independence.

Purpose

The purpose of the Committee is to assist the Board of Directors in promoting the best interests of the Company and its stockholders through the implementation of sound corporate governance principles and practices.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

Nominations and Governance

- Develop and recommend to the Board of Directors minimum qualifications for director nominees.
- Identify and evaluate potential candidates for all directorships to be filled by the Board of Directors or by the stockholders, in such manner as the Committee deems appropriate. In evaluating potential director nominees, the Committee shall take into account all factors it considers relevant and appropriate.
- Recommend to the Board of Directors a slate of nominees for election as directors at the Company’s annual meeting of stockholders.
- Recommend to the Board of Directors individuals to be appointed as directors in connection with director vacancies and any newly created directorships.
- Review the size and composition of the Board of Directors and its committees, taking into account such factors as the business experience and specific areas of expertise of each director, and make recommendations to the Board of Directors as necessary.

- Develop and recommend to the Board of Directors appropriate corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes to the Board of Directors as necessary.
- Develop and periodically review and revise as appropriate, a management succession plan and related procedures. Consider and recommend to the Board of Directors candidates for successor to the Chief Executive Officer of the Company and, with appropriate consideration of the Chief Executive Officer's recommendations, candidates for successors to other executive officers, in each case when vacancies shall occur in those offices.
- Develop and recommend to the Board of Directors an annual self-evaluation process for the Board of Directors and its committees. The Committee shall oversee the annual self-evaluation process.

General

- The Committee will meet at least once a year and at such other times and places as it deems appropriate and will regularly update the Board of Directors about Committee activities and recommendations.
- To carry out its duties and responsibilities, the Committee may retain a search firm to assist it in identifying director candidates and may also retain outside counsel and other advisors as it deems necessary. The Committee shall have sole authority to approve related fees and retention terms of any such search firm or other advisor and the Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such search firm or other advisor.
- A majority of the Committee members will constitute a quorum.
- The Committee will periodically review and assess the adequacy of this charter and recommend changes to the Board of Directors. The Board of Directors must approve any amendments to this charter.

Adopted by the Board of Directors on August 27, 2014 and to be effective as of the date the Company's stock is first listed on the Company's principal stock exchange.

Last Update: August 27, 2014.