

HUMANIGEN, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(as amended and effective July 6, 2020)

PURPOSE

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Humanigen, Inc. (the “Company”) are to: (i) identify and recommend individuals to the Board for nomination, election or appointment as members of the Board and its committees and related matters; (ii) oversee the evaluation of the Board and management; (iii) review and consider developments in corporate governance practices and to recommend to the Board a set of effective corporate governance policies and procedures applicable to the Company; (iv) review the Company’s policies and programs that relate to matters of corporate responsibility, (v) assist the Board in assessing and evaluating matters of Board structure and leadership; and (vi) review and advise the Board on corporate governance matters generally. The Committee has the authority to undertake the specific duties and responsibilities listed below and has the authority to undertake such other specific duties as the Board from time to time may prescribe.

ORGANIZATION AND COMPOSITION

The members of the Committee are appointed by, and serve at the pleasure of, the Board. The Committee will consist of at least two (2) members of the Board. Each member of the Committee must be an “independent director” as defined in the Listing Rules of The Nasdaq Stock Market (“Nasdaq”), and must conform to any other requirement for service of the Committee that may from time to time be imposed by applicable law, regulations or rule. The Board appoints the Chairperson of the Committee.

The Committee will have the authority to engage independent legal, accounting and/or other advisors, including search firms, as it determines necessary to carry out its duties. The Committee will have the exclusive authority to approve related fees and retention terms, and the Company will provide the Committee with adequate funding to allow the Committee to perform its duties under this Charter, including in connection with the retention of any such advisors.

The Committee may conduct or authorize investigations into or studies of matters within the Committee’s scope of responsibility with full access to all books, records, facilities and personnel of the Company.

RESPONSIBILITIES AND AUTHORITY

The responsibilities and authority of the Committee include:

1. Developing and recommending to the Board those qualifications, qualities, skills, requisite experience and expertise, and other criteria required to serve on the Board;
2. Exercising its independent judgment to identify, evaluate and recommend to the Board and the Company’s stockholders nominees for election to the Board, in accordance with the

requirements established by the Securities and Exchange Commission (the “SEC”) and Nasdaq and with the Board’s general criteria for directors set forth in the Company’s Corporate Governance Guidelines as in effect from time to time;

3. If a vacancy on the Board and/or any Board committee occurs, identifying potential candidates and making recommendations to the Board regarding the selection, election and approval, as applicable, of candidates to fill such vacancy, either by election by stockholders or appointment by the Board;
4. Considering stockholder nominees for election to the Board in accordance with applicable law and the procedures set forth in the Company’s organizational documents;
5. Establishing criteria and conducting searches for potential Board members with the desired qualifications and expertise;
6. Developing and overseeing a Board performance evaluation process and evaluating at least annually the performance and effectiveness of the Board;
7. Evaluating and, if deemed necessary, making recommendations on the removal of any Board member, for cause or for other appropriate reason;
8. Evaluating the current size, composition and organization of the Board and its committees, determining future requirements and making recommendations to the Board for approval;
9. Overseeing and implementing, as necessary, director on-boarding and continuing education programs, including compliance with any applicable director continuing education requirements;
10. Developing and reviewing to the Board for approval director independence standards in addition to those expressly required by Nasdaq;
11. Reviewing issues and developments related to corporate governance matters and identifying and bringing to the attention of the Board current and emerging corporate governance issues and developments that may affect the business operations, performance or public image of the Company and advising the Board on such matters;
12. Evaluating at least annually the adequacy of the Company’s corporate governance structure, policies and procedures in light of: (i) applicable regulatory requirements; (ii) issues and developments relating to corporate governance; and (iii) the performance of management, the Board and each Board committee relating to corporate governance; and
13. Reviewing the Committee’s own charter, structure and processes at least annually and recommend any proposed changes to the Board for approval.

MEETINGS AND OPERATIONS

The Chairperson will determine how often the Committee meets. However, the Board expects that the Committee will meet at least once per year. The Chairperson, in consultation with the other

members of the Committee, also will schedule the Committee meetings and establish the agenda for each meeting. The Chairperson will designate a secretary for each meeting, who need not be a member of the Committee.

The Committee will be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS

The Chairperson will periodically report to the Board on the Committee's deliberations and actions. The minutes of Committee meetings and actions by the unanimous written consent of the Committee members will be made available to all Board members.

COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members, as may be determined by the Board. Such fees may include retainers or per meeting fees and shall be paid in such form of consideration as is determined by the Board in accordance with the applicable rules of Nasdaq and the SEC.

DELEGATION OF AUTHORITY

The Committee may, to the extent permitted under applicable law, the rules of Nasdaq and the SEC, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees when appropriate.