

PROTEON THERAPEUTICS, INC.

AUDIT COMMITTEE CHARTER

Introduction

This charter governs the operations of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Proteon Therapeutics, Inc. (the "Company"). At least annually, the Committee shall review and reassess the adequacy of this charter and recommend any proposed changes to the Board for its approval. The Company shall make this charter available on its website at www.proteontherapeutics.com.

Membership of Committee

The Committee shall be composed of at least three (3) directors, each of whom is independent of management and the Company, subject to the phase-in rules and transitional rules specified by The Nasdaq Stock Market ("NASDAQ") and the Securities and Exchange Commission (the "SEC") as may be applicable. Members of the Committee shall be considered independent if they satisfy the requirements for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the independence requirements of NASDAQ and any and all additional requirements of NASDAQ and rules and regulations of the SEC, at such time as the Company is subject to these requirements.

All Committee members must be able to read and understand fundamental financial statements and be financially literate under the standards of NASDAQ. No Committee member may have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three (3) fiscal years. At least one (1) member shall have past experience in finance or accounting, or other comparable background which results in the member having financial sophistication (such as being or having been a chief executive or chief financial officer or other senior officer with financial oversight responsibilities), as determined by the Board. At least one (1) member of the Committee shall be an "audit committee financial expert," as such term is defined in the rules and regulations of the SEC.

No Committee member may accept any consulting, advisory or other compensatory fees from the Company, other than fees for Board or Board committee service, nor may any Committee member (ii) be an affiliated person of the Company. Compensatory fees do not include receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service).

The Committee shall be appointed by the Board, upon recommendation of the Governance and Nominating Committee of the Board, if one exists. The chairperson of the Committee shall be appointed by the Board. Committee members and the chairperson shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time.

Meetings

The Committee shall meet separately from the Board and as often as it shall determine, but not less frequently than once per quarter. The Committee may request any officer or employee of the Company,

the Company's outside counsel or its registered public accounting firm to attend a meeting of the Committee or to meet with any members of, or any consultant to, the Committee.

Except as otherwise provided by the certificate of incorporation or by-laws of the Company, the frequency, location and operation of meetings, and similar procedural matters relating to the Committee shall, to the extent applicable, be the same as those that relate to meetings of, and procedural matters concerning, the Board.

Purposes of the Committee

The Committee shall assist the Board in overseeing the quality and integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the performance of the Company's internal audit function, if any, and the selection, appointment, qualifications, performance and independence of the registered public accounting firm. In doing so, it is the goal of the Committee to maintain free and open communication among the Committee, the registered public accounting firm, and management of the Company. The Committee shall periodically hold separate meetings with the personnel responsible for the Company's internal audit function, if any, the registered public accounting firm and the management of the Company to facilitate communication and the Committee's oversight responsibility. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company.

Responsibilities and Processes

The primary responsibilities of the Committee are to select, appoint and ensure the independence of the Company's registered public accounting firm, oversee the Company's financial reporting process on behalf of the Board, oversee the effectiveness of internal controls over financial reporting, establish procedures for the receipt and treatment of complaints regarding accounting, internal accounting controls or auditing matters and report the results of its activities to the Board. Management is responsible for preparing the Company's financial statements and the Company's registered public accounting firm is responsible for auditing those financial statements. The Committee's policies and procedures, in carrying out its responsibilities, should remain flexible in order to best react to changing conditions and circumstances. The Committee should take appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices and ethical behavior.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

In addition, the Committee is authorized to engage, and the Company shall provide funding for, any independent counsel, registered public accounting firm and other advisors as the Committee may deem necessary or advisable to retain to assist the Committee in carrying out its duties. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any independent counsel or other advisors and to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company. The Company also shall provide appropriate funding, as determined by the Committee, for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The following shall be the principal recurring processes of the Committee in carrying out its oversight responsibilities. The processes are set forth as a guide with the understanding that the Committee may supplement and modify them as appropriate.

1. Relating to the Registered Public Accounting Firm

- The Committee shall have a clear understanding with management and the Company's registered public accounting firm that the firm is ultimately accountable, and must report directly, to the Committee, as the representative of the Company's stockholders. The Committee shall have the sole authority to appoint, terminate and replace any registered public accounting firm. The Committee may receive input from management on these matters, but shall not delegate these responsibilities. The Committee shall be responsible for the oversight of any registered public accounting firm, including the resolution of any disagreements between management and the firm regarding financial reporting or other matters.

The Committee shall have the sole authority to approve the scope, fees and terms of all audit and permissible non-audit engagements of the Company's registered public accounting firm. The Committee shall pre-approve all audit and permissible non-audit services to be performed for the Company by any registered public accounting firm, in accordance with the rules of the Public Company Accounting Oversight Board ("PCAOB"), giving effect to the "de minimis" exception for ratification of certain non-audit services set forth in Section 10A(a)(i)(1)(B) of the Exchange Act. On an annual basis, the Committee shall consider whether the provision of non-audit services by the Company's registered public accounting firm, on an overall basis, is compatible with maintaining the firm's independence from management.

- The Committee shall discuss with the auditors their independence from management and the Company, and shall review all written disclosures, including those required by the PCAOB and Independence Standards Board, to be provided by the registered public accounting firm, including a formal written statement delineating all relationships between the auditors and the Company, which may reasonably be thought to bear on the independence of the registered public accounting firm. The Committee shall evaluate the auditor's qualifications, performance, and independence, including the performance of the auditor's lead partner, taking into consideration the opinion of management and the Company's internal audit personnel, if any. The Committee shall determine that the registered public accounting firm has a process in place to address the rotation of the lead audit partner and other audit partners serving the account as required under SEC independence rules and shall consider whether regular rotation of the auditors is necessary or appropriate to ensure continuing auditor independence. The Audit Committee shall cause the Company to refrain, without the approval of the Audit Committee, from hiring any partner, manager or senior accountant of the Company's registered public accounting firm within two (2) years of that person's performance of audit services for the Company.
- The Committee shall obtain and review, at least annually, a report by the Company's registered public accounting firm describing:

(i) the firm's internal quality control procedures;

- (ii) any material issues raised by the most recent internal quality-control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five (5) years, with respect to one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
 - (iii) all relationships between the auditor and the Company (to assess the auditor's independence).
- The Committee shall establish clear policies governing the hiring of employees or former employees of the Company's registered public accounting firm.

2. Relating to Audits, Financial Statements and Earnings Releases

- The Committee shall discuss with the Company's registered public accounting firm the overall scope and plans for the annual audit. In addition, the Committee shall discuss with management and the registered public accounting firm the adequacy and effectiveness of the accounting and financial controls and procedures, including the Company's system to monitor and manage business risk, and legal and ethical compliance programs.
- The Committee shall review and discuss with management and the Company's registered public accounting firm the audited financial statements (including management's discussion and analysis contained therein) to be included in the Company's Annual Report on Form 10-K, including its judgment as to the quality, and not only the acceptability, of accounting principles, the reasonableness of significant judgments and the clarity of the disclosures in the financial statements. The Committee also shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the Company's registered public accounting firm under generally accepted accounting principles. Based on the foregoing and on review of other information made available to the Committee, the Committee shall recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
- The Committee shall review the interim financial statements , including earnings, with management and the Company's registered public accounting firm prior to the filing of each of the Company's Quarterly Reports on Form 10-Q. The Committee also shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the Company's registered public accounting firm. The chairperson of the Committee may represent the entire Committee for the purposes of this review.
- The Committee shall discuss with the registered public accounting firm any noted or proposed accounting adjustments communications between the auditors and the audit firm's national office regarding auditing or accounting issues presented by the engagement and any proposed "management" or "internal control" letters.
- The Committee shall discuss with the registered public accounting firm the matters required to be discussed under the standards of the PCAOB relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, including Company management's

response to these difficulties, any restrictions on the scope of activities or access to requested information and any significant disagreements with management.

- The Committee also shall obtain from the registered public accounting firm assurance that Section 10A(b) of the Exchange Act (including auditor discovery that illegal acts may have occurred) has not been implicated.
- The Committee shall review and discuss with the independent public accountants the matters required to be discussed by Auditing Standard No. 16, as adopted by the PCAOB and amended from time to time.
- The Committee shall review each report of the Company's registered public accounting firm, delivered to the Committee, concerning: (i) all critical accounting policies and practices to be used; (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the Company's registered public accounting firm; and (iii) other material written communications between the Company's registered public accounting firm and management, such as any management letter or schedule of unadjusted differences.
- The Committee shall review the disclosures made by officers of the Company in the certification required to be filed: (i) as part of the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, regarding any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls; and (ii) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, regarding the compliance of periodic reports and their fair presentation of the Company's financial statements and results of operations.
- The Committee shall review the plans for and compliance with Section 404 of the Sarbanes-Oxley Act regarding "Management Assessment of the Internal Controls," including reviewing the results of management's assessment of the effectiveness of internal controls over financial reporting as of the end of each fiscal year and reviewing the results of the registered public accounting firm's required report on the effectiveness of internal controls over financial reporting for the assessment.
- The Committee shall review and discuss the Company's earnings press releases prior to their release, and corporate practices with respect to the Company's earnings press releases and financial information and earnings guidance provided to analysts and ratings agencies.

3. Relating to Controls Over Financial Reporting

- The Committee shall discuss with management, internal audit personnel, if any, and the Company's registered public accounting firm management's process for assessing the effectiveness of internal controls over financial reporting under Section 404 of the Sarbanes-Oxley Act, if applicable, including any significant deficiencies or material weaknesses identified.

- The Committee shall discuss with management its process for performing its required quarterly and annual certifications under Section 302 of the Sarbanes-Oxley Act.
- The Committee shall discuss with management, internal audit personnel, if any, and the Company's registered public accounting firm any (i) changes in internal controls over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal controls over financial reporting that are required to be disclosed and (ii) other changes in internal controls over financial reporting that were considered for disclosure in the Company's periodic filings with the SEC.
- The Committee shall discuss with the Company's registered public accounting firm the characterization of deficiencies in internal controls over financial reporting and any differences between management's assessment of the deficiencies and that of the Company's registered public accounting firm. The Committee shall review the disclosures describing any identified material weaknesses and management's remediation plans for clarity and completeness.
- The Committee shall discuss with management, internal audit personnel, if any, and the Company's registered public accounting firm any (i) changes in accounting standards that may significantly affect financial reporting practices, (ii) significant accounting accruals, reserves and estimates made by management and provisions for contingent liabilities, (iii) effects of material alternative GAAP methods, and effects of off-balance sheet structures and regulatory and accounting initiatives, (iv) management's handling of proposed audit adjustments identified by the auditors, (v) compliance with investor and lending covenants, if any, and (vi) judgments about the quality, as well as the acceptability, of the Company's critical accounting principles and policies and underlying estimates.

4. Relating to Other Compliance Matters

- The Committee will provide the Audit Committee report that the proxy rules of the SEC require to be included in the Company's annual proxy statement as required by Item 407(d)(3) of Regulation S-K.
- The Committee shall report regularly to the Board to review any issues which arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the performance and independence of the Company's independent auditors, and the performance of the Company's internal audit function, if any.
- The Committee shall review with senior management the Company's overall anti-fraud programs and controls.
- The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters and shall monitor ongoing compliance with those procedures.

- In the event the Committee is made aware of any allegation of fraud relating to the Company or any of its officers, directors or employees that the Committee deems could be material to the Company's business or operations, the Committee shall (i) review such allegation and (ii) if the Committee deems it necessary or advisable, it shall engage independent counsel to assist in an investigation, including, if the Committee and such counsel deem it necessary or advisable, an investigation to determine whether such allegation implicates any violation of Section 10A of the Exchange Act. If pursuant to such investigation the Committee discovers that a material fraud has occurred, the Committee shall (i) assess the Company's internal controls and implement such remedial measures as it determines necessary or advisable, (ii) take appropriate action against the perpetrator(s) of the fraud and (iii) cause the Company to make appropriate disclosures relating to the matter in the Company's periodic reports filed with the SEC or otherwise.
- The Committee shall review any other reports, adopt any other policies and implement any other procedures as shall be necessary to comply with the rules and regulations of NASDAQ and the SEC.
- The Committee shall also be designated as the committee of the Board that shall receive, review and take action with respect to any reports by attorneys, pursuant to Section 307 of the Sarbanes-Oxley Act of 2002, of evidence of material violations of securities laws or breaches of fiduciary duty or similar violations by the Company or one of its agents.
- The Committee will, as it determines, engage in an annual self-assessment with the goal of continuing improvement, and will annually review and reassess the adequacy of this charter and will recommend any changes to the full Board.
- The Committee shall develop and recommend to the Board for its approval the Company's Code of Business Conduct and Ethics, which the Committee shall review annually, or more frequently if appropriate, and recommend changes as necessary.
- The Committee shall be available to the Board and members of the Company's senior management team to consult with and to resolve reported violations or instances of non-compliance with the Code of Business Conduct and Ethics.
- The Committee shall determine an appropriate response to material violations of or noncompliance with the Code of Business Conduct and Ethics.
- The Committee shall at least annually review and discuss the Company's policies with respect to risk assessment and risk management. The Committee shall meet regularly with officer(s) responsible for risk management with respect to operational, financial, strategic, compliance and reputational risks and report its findings to the Board. While the Committee shall not be solely responsible for the Company's risk assessment and risk management functions, the Committee shall discuss policies and guidelines to govern the process by which the Company undertakes these functions.

Committee Access and Information

The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee.

Reliance on Others

Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.

Revised and approved: January 27, 2016