

## **PROTEON THERAPEUTICS, INC.**

### **GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

#### **Introduction**

This charter governs the operations of the Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Proteon Therapeutics, Inc. (the "Company"). The Committee shall review the adequacy of this charter at least annually and recommend any proposed changes to the Board for its approval, although the Board shall have sole authority to amend this charter. The Company shall make this charter available on its website at [www.proteontherapeutics.com](http://www.proteontherapeutics.com).

#### **Membership of Committee**

The Committee shall be composed of such number of directors appointed by the Board, each of whom shall satisfy the applicable independence requirements of The NASDAQ Stock Market ("NASDAQ") and the rules and regulations of the Securities and Exchange Commission ("SEC"), at such time as the Company is subject to these requirements and subject to the phase-in rules and transitional rules specified by NASDAQ and the SEC as may be applicable. Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. 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. The Committee may form and delegate any of its responsibility to subcommittees as it deems necessary or appropriate in its sole discretion.

#### **Meetings and Consultants**

The Committee shall meet as often as it shall determine, but not less frequently than annually. The Committee shall have the authority to select, retain and terminate any consultants, outside counsel and other advisors ("Consultants") as it deems necessary or appropriate in its sole discretion. The Committee may invite such Consultants to attend meetings of the Committee or to meet with any members of the Committee. The Committee shall have the sole authority to approve the fees and retention terms relating to such Consultants, which fees shall be borne by the Company.

#### **Purposes of the Committee**

The Committee shall identify qualified individuals to become members of the Board and recommend to the Board proposed nominees for Board membership, recommend to the Board directors to serve on each committee of the Board, assess the Board's effectiveness and develop and implement the Company's corporate governance guidelines and to perform such other tasks as the Board may, from time to time, prescribe. All powers of the Committee are subject to the Company's certificate of incorporation, by-laws and applicable law.

## Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

- Review and recommend director nominees for election at the annual meeting of stockholders and to fill any vacancies.
- Develop, or determine that there have been developed, and review at least annually appropriate criteria for identifying properly qualified directorial candidates including: the board's size and composition; corporate governance policies; applicable listing standards and laws; individual director performance, expertise, experience, qualifications, attributes, diversity, skills and willingness to serve actively; the number of other public and private boards on which a director sits; and other appropriate factors.
- Develop and recommend to the Board a policy regarding consideration of nominees for directors who are recommended by the stockholders of the Company.
- Lead the search for individuals qualified to become members of the Board and select director nominees to be presented for stockholder approval at the annual meeting of the Company's stockholders or, if applicable, at a special meeting of stockholders.
- Oversee an annual review of the performance of the Board and report the results to the Board.
- Review at least annually standards to be applied by the Board in making determinations as to whether a director satisfies the applicable independence requirements, to recommend to the Board any modifications to these standards that the Committee deems desirable, and to provide to the Board the Committee's assessment of which directors satisfy such independence requirements under then-current standards and under any recommended modifications to such standards.
- Assist the Board in developing and evaluating potential candidates for executive positions, including Chief Executive Officer, and to oversee the development of executive succession plans.
- Review the Board's size, composition and structure and make recommendations to the Board as necessary.
- Review the Board's committee structure, including issues of diversity, age and skills and recommend to the Board for its approval directors to serve as members of each committee of the Board and to fill vacancies as needed.
- Develop and recommend to the Board for its approval a set of corporate governance guidelines, which the Committee shall review annually, or more frequently if appropriate, and recommend changes as necessary.
- Develop and recommend to the Board procedures for a stockholder to send communications to the Board.

- Develop and recommend to the Board a policy regarding attendance of directors at the annual meeting of the Company’s stockholders.
- Provide general advice to the Board on corporate governance matters.
- Review and assess the adequacy of the Company’s certificate of incorporation and by-laws and the charters of any committee of the Board (the “Governing Documents”) periodically in order to ensure compliance with any principles of corporate governance developed by the Committee and recommend to the Board any necessary modifications to the Governing Documents.
- Review policies and procedures with respect to insider trading and confidentiality pursuant to the Company’s Insider Trading Policy.
- Review policies and procedures with respect to and approve or ratify transactions between the Company and its officers, directors, affiliates of officers and directors or other related parties pursuant to the Company’s Related Party Transactions Policy.
- The Committee may, 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.
- Report regularly to the Board on the Committee’s activities and the results thereof.
- Perform any other activities consistent with this charter, the Company’s certificate of incorporation and by-laws and applicable law, as the Committee or the Board deems appropriate.

### **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.

Adopted: August 21, 2014