

PROTEON THERAPEUTICS, INC.
CORPORATE GOVERNANCE GUIDELINES

Introduction

The Board of Directors (the “Board”) of Proteon Therapeutics, Inc. (the “Company”) has developed corporate governance practices to help it fulfill its responsibilities to the Company’s stockholders to oversee the work of management and the Company’s business operations. The governance practices contained in these guidelines are intended to ensure that the Board has the necessary authority and practices established to review and evaluate the Company’s business operations and to make decisions independent of management. These guidelines also are intended to align the interests of directors and management with those of the Company’s stockholders. The Governance and Nominating Committee shall review these corporate governance guidelines on an annual basis and recommend changes as necessary. These guidelines are subject to future review and revision as the Board may find necessary or advisable to achieve these objectives.

Role of the Board

The Board oversees and guides the Company’s management and its business. The basic responsibility of the Board is to exercise its business judgment to act in what it reasonably believes to be in the best interests of the Company and its stockholders. The Board provides oversight with respect to the strategic direction and key policies of the Company as well as risk. It approves major initiatives, advises on key financial and business objectives, and monitors progress with respect to these matters. The Board also considers the Company’s ethical behavior and may consider the interests of other constituents, including the Company’s customers, employees and the communities in which it functions. In performing their oversight responsibilities, directors rely on the competence and integrity of management in carrying out their responsibilities. It is the responsibility of management to operate the Company in an effective and ethical manner in order to produce value for the Company’s stockholders.

Board Composition and Selection

- 1. Board Size.** In accordance with the Company’s by-laws, the number of directors constituting the full Board shall be as determined by the Board from time to time. The Board periodically evaluates whether a larger or smaller number of directors would be preferable.
- 2. Selection of Board Members.** Board members are elected annually depending on the class of directors by the Company’s stockholders to three-year terms of office, except as noted below with respect to vacancies. Each year, at the Company’s annual stockholder meeting, the Board recommends director nominees for election by stockholders. The Board’s recommendations are based on its determination (using advice and information supplied by its Governance and Nominating Committee) as to the suitability of the nominees, individually and in the aggregate, to serve as directors of the Company, taking into account the membership criteria discussed below. The Board may fill vacancies in existing or new director positions, which directors will serve only until the next election of directors by stockholders unless elected by the stockholders to a further term at such time.
- 3. Invitation to Join the Board.** The invitation to join the Board will be extended by the Board itself via the Company’s Chairperson of the Board (the “Chairperson”) or Lead Director, if any.

4. **Board Membership Criteria.** The Board’s Governance and Nominating Committee will work with the Board on an annual basis to determine the suitability of individual Board members, taking into account an individual’s skills, expertise, industry, diversity and other knowledge and business and other experience that would be useful to the effective oversight of the Company’s business.
5. **Board Composition.** Twelve (12) months following the date that the Company lists securities in connection with an initial public offering, a majority of the Board will consist of directors who the Board has determined are “independent” under Section 10A of the Securities Exchange Act of 1934 (the “Exchange Act”), the listing standards of The Nasdaq Stock Market (“Nasdaq”) and other applicable laws, rules and regulations regarding independence in effect from time to time, subject to any other phase-in rules that may become applicable. The Board will affirmatively determine annually and at other times required by Nasdaq rules and regulations that the directors designated as independent have no material relationships to the Company (either directly or with an organization in which the director is a partner, stockholder or officer, or is financially interested) that may interfere with the exercise of their independence from management and the Company.
6. **Term Limits.** The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with, and understanding of, the Company’s history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and nomination process described in these guidelines.
7. **Selection of Chairperson and CEO.** The Board has no set policy with respect to the separation of the officers of Chairperson and the Chief Executive Office (“CEO”). The Board believes that this issue is part of the succession planning process and the Board will select the Chairperson and CEO in the manner that it determines to be in the best interests of the Company’s stockholders.
8. **Lead Director.** The Board may consider the leadership structure of the Board from time to time and may elect a Lead Director from among the independent members of the Board if it is determined to be in the best interests of the Company’s stockholders and the current Chairperson is not already an independent director.
9. **Limitations on Other Board Service.** Board members are expected to prepare for, attend and participate in Board meetings and meetings of Committees on which they serve. In addition, directors must stay abreast of the Company’s business and markets. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with the member’s service as an outstanding director. Board members should not hold more than four (4) directorships of public companies (including such member’s seat on the Board) and if serving on the Audit Committee, should not serve on more than two (2) other public company audit committees, unless otherwise agreed to by the Governance and Nominating Committee or the Board. If the CEO is a director, the CEO should not serve on the board of more than one (1) other company, whether public or private, unless otherwise agreed to by the Governance and Nominating Committee or the Board. These and other commitments will be considered by the Governance and Nominating Committee and the Board when reviewing Board

candidates and in connection with the Board's self-assessment process. Directors are expected to report changes in their primary business or professional association, including retirement, to the Chairperson of the Board and the Chairperson of the Governance and Nominating Committee. Each director should notify the Chairperson of the Board and the Chairperson of the Governance and Nominating Committee of his or her acceptance of an invitation to serve on the board of another public company. No director may accept such an invitation, or an appointment to a committee of the board of another public company, if acceptance of such invitation or appointment would alter his or her independence status for purposes of service with the Company under Nasdaq, the Securities and Exchange Commission (the "SEC") or any other applicable rules and regulations, without first obtaining the written consent of the Board.

- 10. Retirement Policy.** The Board does not believe that there should be a fixed retirement age for directors or that directors who retire from or change their principal occupation or business should necessarily be required to end their service as directors.

Board Meetings and Performance

- 1. Number of Meetings.** The Board will have at least four (4) meetings each year and such additional meetings as called by the Board or otherwise in accordance with the Company's by-laws.
- 2. Agenda.** The Chairperson, in consultation with the Lead Director, if any, and taking into account suggestions from other members of the Board and the CEO (if the Chairperson is not the CEO), will set the agenda for each Board meeting and will distribute such agenda in advance to each director.
- 3. Distribution of Materials.** All information relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting will be distributed in writing or electronically to all members in advance, whenever feasible and appropriate. In preparing this information, management should ensure that materials distributed are as concise as possible and give directors sufficient information to make informed decisions. The Board acknowledges that certain items to be discussed at Board meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate.
- 4. Access to Management and Employees.** The Board will have complete access to Company management and employees in order to ensure that directors can ask all questions and obtain all information necessary to fulfill their duties. The Board may specify a protocol for making such inquiries. Management is encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the Board have a full understanding of matters being considered.
- 5. Executive Sessions of Independent Directors.** The independent directors of the Board will meet regularly in executive session (with no management directors, board observers or management present) as often as they shall determine, but at least twice annually. Executive sessions of the independent directors will be called and chaired by the Chairperson of the Board's Governance and Nominating Committee. Executive session discussions may include such topics as the independent directors determine.

- 6. Board's Interaction with Third Parties.** The Board believes that management speaks for the Company. Individual directors from time to time may meet or otherwise communicate with various constituencies involved with the Company, but it is expected that directors would do so only with the knowledge of management and, in most instances, at the request of management.

Performance Evaluation; Succession Planning

- 1. Annual CEO Evaluation.** The Board's Compensation Committee will perform an evaluation at least annually of the performance of the CEO and communicate the results of the review to the CEO. The Board's Compensation Committee will establish the evaluation process and determine the specific criteria on which the performance of the CEO is evaluated.
- 2. Succession Planning.** The Board has the responsibility to consider and evaluate potential successors to the CEO and senior management positions. The Governance and Nominating Committee will 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. The CEO will discuss executive succession planning, including his or her recommendations and evaluations of potential successors to management positions, with the Board's Governance and Nominating Committee.

Board Evaluation and Board Compensation Review

- 1. Board Evaluation.** The Board's Governance and Nominating Committee will conduct an annual evaluation of the performance of the Board and report its conclusions to the Board. This annual report generally should include an assessment of the Board's compliance with the principles set forth in these guidelines, as well as identification of areas in which the Board could improve its performance.
- 2. Board Compensation.** The Board's Compensation Committee will review Board and committee compensation and benefits and will recommend any proposed changes to the Board for its approval. The Board will make changes in its director and committee compensation practices only upon the recommendation of its Compensation Committee.

Committees

- 1. Number and Type of Committees.** The Board has established each of the following standing committees: Audit Committee; Compensation Committee; and Governance and Nominating Committee. The Board may add new committees or remove existing ones as it deems advisable in the fulfillment of its primary responsibilities. Each committee will perform its duties as assigned by the Board in compliance with the Company's by-laws and such committee's charter. Standing committee duties are described briefly as follows:
 - a. Audit Committee.** The Audit Committee oversees the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the selection of the Company's independent auditors and the qualifications, independence and performance of the Company's independent auditors. In addition, the Audit Committee produces an annual report for inclusion into the Company's proxy statement as required by the SEC and proxy rules.

Consultants, which fees will be borne by the Company, subject to all applicable rules and regulations.

3. **Disclosure of Corporate Governance Principles.** These guidelines will be made available on the Company's website at www.proteontherapeutics.com.
4. **Code of Business Conduct and Ethics.** The Company has adopted a Code of Business Conduct and Ethics, which shall be distributed to all directors, executive officers and employees and is available on the Company's website at www.proteontherapeutics.com. Directors must comply in full with this Code at all times. Directors are expected to avoid any action, position or interest that conflicts with the interest of the Company, or gives the appearance of a conflict. The Company annually solicits information from directors in order to monitor potential conflicts of interest and directors are expected to be mindful of their fiduciary obligations to the Company.
5. **Director Orientation and Continuing Education.** The Board shall provide an appropriate orientation for all new directors. The orientation may include meetings with management of the Company, background material and presentations about the Company and its business. It is expected that directors will remain up-to-date in their fields of expertise. In addition, it is expected that directors will develop and maintain a broad, current knowledge of the Company's business, including the Company's merchandise, markets and economics, as well as the strengths and weaknesses of the Company and its competitors. The Company shall periodically provide directors with information and educational opportunities, as necessary, to facilitate this process.

Adopted: October 1, 2014