

## **AKARI THERAPEUTICS PLC**

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

#### **I. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Akari Therapeutics PLC (the “Corporation”) is to assist the Board in discharging the Board’s responsibilities regarding:

- (a) the identification of qualified candidates to become Board members;
- (b) the recommendation of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
- (c) the selection of candidates to fill any vacancies on the Board;
- (d) the determination of director qualification standards, including independence and other substantive requirements;
- (e) oversight and approval of the membership and composition of the board of directors of the Corporation and its subsidiaries and their committees;
- (f) oversight of the evaluation of the Board and its committees (including the Committee), including annual evaluations of the Board and Committees, as well as Board and Committee self-evaluations;
- (g) oversight of the administration of the Corporation’s articles of association relating to security holder recommendations for director nominees and, if appropriate or desirable, the adoption of additional policies relating to security holder recommendations for director nominees;
- (h) oversight and approval of the membership and composition of the boards of directors (and committees thereof) of the Corporation’s subsidiaries, direct and indirect;
- (i) development and implementation of management succession plans, including policies and principles for CEO selection and performance review, as well as policies regarding succession in the event of an emergency or the retirement of the CEO; and
- (k) development and maintenance of corporate governance policies.

#### **II. MEMBERSHIP AND PROCEDURES**

A. Membership and Appointment

The Committee shall be composed of three (3) or more directors as shall be determined from time to time by the Board. The members of the Committee shall be elected by the Board and shall hold office until their resignation or removal or until their successors shall be duly elected and qualified.,

All members of the Committee shall (a) satisfy the independence requirements of the listing standards of the NASDAQ Stock Market, as such standards may be changed from time to time (the “Exchange Rules”) and of the Securities and Exchange Commission (“SEC”), and (b) have experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

B. Removal

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Secretary of the Corporation, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

C. Chairperson

A chairperson of the Committee (the “Chairperson”) may be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee’s purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

D. Meetings, Minutes and Reporting

The Committee shall meet at least two times per year and at such other times as it deems necessary to carry out its responsibilities. All Committee members are expected to attend each meeting, in person or via tele- or video-conference. In addition, the Committee members shall ensure that the independent directors of the Board shall have executive sessions at least two times per year.

The Committee shall keep full and complete minutes of the proceedings of the Committee. In addition to the specific matters set forth herein requiring reports by the Committee to the full Board, the Committee shall report such other significant matters as it deems necessary concerning its activities to the full Board. The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position.

E. Delegation

The Committee may, by resolution passed by a majority of the Committee members, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

F. Authority to Retain Advisors

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Corporation's regular legal counsel or other advisors to the Corporation. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

**III. DUTIES AND RESPONSIBILITIES**

The following shall be recurring duties and responsibilities of the Committee in carrying out its purposes. These duties and responsibilities are set forth below as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances, to the extent permitted by applicable law.

1. (a) At an appropriate time prior to each annual or special meeting of stockholders at which directors are to be elected or re-elected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified, consistent with the criteria approved by the Board as well as applicable independence and other requirements, and willing and available to serve.  
  
(b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.
2. For the purposes of (a) and (b) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:
  - (i) personal and professional integrity, ethics and values;

- (ii) experience in corporate management, such as serving as an officer or former officer of a publicly held company;
  - (iii) experience in the Corporation's industry and with relevant policy concerns;
  - (iv) experience as a board member of another publicly held company;
  - (v) the number of other boards on which such candidate sits, such that adequate time and attention may be devoted to the Board;
  - (vi) academic expertise in the area of the Corporation's operations; and
  - (vii) practical and mature business judgment.
3. The Committee shall develop and administer a director tenure, retirement and succession policy so as to protect against Board entrenchment, and be mindful of such policy when making recommendations in connection with each annual or special meeting of stockholders in (a) above.
  4. The Committee shall be responsible for determining director qualification standards and policies, if any.
  5. The Committee shall be responsible for monitoring the independence of Board members under the independence requirements under the Exchange Rules and of the SEC and the resolution of potential issues or conflicts.
  6. In conjunction with the entire Board, the Committee shall evaluate the Board and its committees on an annual basis and shall oversee the Board and its committees (including the Committee, as provided below) in their annual self-evaluation of their performance.
  7. The Committee shall oversee the administration of the Corporation's articles of association relating to security holder recommendations for director nominees and, if appropriate or desirable, the Committee shall develop and recommend to the Board additional policies regarding the consideration of director candidates recommended by the Corporation's security holders and procedures for submission by security holders of direct nominee recommendations.
  8. The Committee shall oversee and approve the membership and composition of the Board of Directors of the Corporation's subsidiaries, direct and indirect.
  9. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

10. The Committee shall assist the Board in assuring (with an annual review) that the members of the Board satisfy their applicable duties to the Corporation in their capacity as members of the Board. This would include, but not be limited to, setting out basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials and assuring that each director:
  - Devotes adequate time to Board and committee activities;
  - Reviews materials prepared for Board and committee meetings in advance of the meetings;
  - Informs fellow directors of relevant information known to the director; and
  - Candidly discusses matters brought before the Board or committee.
11. The Committee shall review the adequacy of the articles of association of the Corporation and recommend to the Board, as conditions dictate, that it propose amendments to the articles of association for consideration by the shareholders.
12. The Committee shall develop a set of corporate governance guidelines that satisfy the Exchange Rules applicable to the Corporation, and shall periodically review and assess the Corporation's corporate governance and recommend any changes deemed appropriate to the Board for its consideration. Such guidelines should take into consideration the following principles: corporate governance transparency; providing stockholders visibility into corporate processes; director competency and commitment (ensuring the competency and commitment of directors); ensuring Board accountability to stockholders; ensuring conformity to applicable United States and English law; and ensuring applicable Exchange Rules and similar governance requirements are being met.
13. The Committee shall periodically review Corporation policy statements to determine their adherence to the Corporation's Code of Business Ethics and Conduct (the "Code") and consider any request by directors or executive officers of the Corporation for a waiver from the Code. Any approved waivers shall be promptly disclosed as required by applicable law and Exchange Rules.
14. The Committee shall periodically report to the Board on its findings and actions.
15. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.
16. Perform any other activities consistent with this Charter, the Corporation's articles of association, and governing law, as the Committee or the Board deems necessary or appropriate.