

VIRPAX PHARMACEUTICALS, INC. CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

as of August 7, 2020

MISSION

The Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Virpax Pharmaceuticals, Inc. (the “Company”) is responsible for identifying individuals qualified to become Board members and recommending to the Board the director nominees for the next annual meeting of stockholders. It leads the Board in its annual review of the Board’s performance and recommends to the Board director candidates for each committee for appointment by the Board.

The Committee takes a leadership role in shaping corporate governance policies and practices, including recommending to the Board the Corporate Governance Guidelines applicable to the Company and monitoring Company compliance with said policies and Guidelines.

MEMBERSHIP

The Committee shall consist of at least three members, comprised solely of independent directors meeting the independence requirements of the NASDAQ and all other applicable laws, rules and regulations governing director independence, as determined by the Board. Members of the Committee and the Committee Chair shall be appointed by and may be removed by the Board on the recommendation of the Committee.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

- Review and assess the adequacy of the Company’s policies and practices on corporate governance including the corporate governance guidelines of the Company and recommend any proposed changes submitted to the Board for approval.
- Review and assess the adequacy of the Company’s Code of Ethics and other internal policies and guidelines and monitor that the principles described therein are being properly incorporated into the Company’s culture and business practices.
- Review requests for any waiver of the Company’s Code of Ethics and recommend to the Board whether a particular waiver should be granted.
- Review the Company’s business practices, particularly as they relate to preserving the good reputation of the Company.
- Review the appropriateness of the size of the Board relative to its various responsibilities. Review the overall composition of the Board, taking into consideration such factors as business experience and specific areas of expertise of each Board member, and make recommendations to the Board as deemed necessary.
- Develop appropriate criteria and make recommendations to the Board regarding the independence of directors and nominees.
- Recommend to the Board the number, identity and responsibilities of Board committees and the Chair and members of each committee. This shall include advising the Board on committee appointments and removal from committees or from the Board, rotation of committee members and Chairs and committee structure and operations.
- Review the adequacy of the charters adopted by each committee of the Board, and recommend changes as deemed necessary.

- Assist the Board in developing criteria for identifying and selecting qualified individuals who may be nominated for election to the Board, which shall reflect at a minimum all applicable laws, rules, regulations and listing standards.
- Recommend to the Board the slate of nominees for election to the Board at the Company's annual meeting of stockholders.
- As the need arises to fill vacancies, actively seek individuals qualified to become Board members for recommendation to the Board.
- Consider nominations for Board membership recommended by security holders.
- Periodically review and recommend to the Board the compensation structure for non- employee directors for Board and committee service.
- Periodically assess the effectiveness of the Board of Directors in meeting its responsibilities, representing the long-term interests of stockholders.
- Conduct an annual review of the Committee's performance and report the results to the Board, periodically assess the adequacy of its charter and recommend changes to the Board as needed.
- Regularly report to the Board on the Committee's activities.
- Obtain advice and assistance, as needed, from internal or external legal counsel, accounting firms, search firms or other advisors, with the sole authority to retain, terminate and negotiate the terms and conditions of the assignment.
- Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

Approved by the Board of Directors on August 7, 2020.