

ALTIMMUNE, INC.
CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Altimune, Inc. (the “Company”) is:

- to identify individuals qualified to become members of the Board and Board committees;
- to recommend to the Board for selection as director nominees individuals qualified to become Board members;
- to develop and recommend to the Board a set of effective corporate governance principles and policies applicable to the Company;
- to review the structure of the Board’s committees and make recommendations to the Board for its approval directors to serve as members of each Board committee, and where appropriate, make recommendations regarding the removal of any member of any Board committee; and
- to oversee the review and evaluation of the Board and generally advise the Board on corporate governance and related matters.

II. MEMBERSHIP

The Committee shall consist of no fewer than three (3) members, the exact number to be determined from time to time by the Board. The Committee shall consist solely of members:

- each of whom shall be a non-employee director; and
- each of whom shall meet the independence and other requirements of the Securities Exchange Act of 1934, as amended, and all applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) and The NASDAQ Stock Market LLC (“NASDAQ”).

The members of the Committee shall be appointed by a majority vote of the Board from among its members. The Chair of the Committee shall be elected by the Board. Members of the Committee shall serve until their successors are duly elected and qualified by the Board or until their earlier death, resignation or removal.

III. MEETINGS

1. Frequency of Meetings. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities.

2. Notice and Conduct. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee. The Chair of the Committee shall preside at each meeting. In the event the Chair of the Committee is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting Chair of such meeting.
3. Quorum. A majority of the members of the Committee shall constitute a quorum. If a quorum is present, a majority of the members shall decide any question brought before the Committee.
4. Written Consents. Unless the Committee by resolution determines otherwise, the Committee may take any action required or permitted to be taken by it without a meeting if all members of the Committee consent thereto in writing.
5. Non-Committee Member Participation. All non-employee directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of outside counsel or other advisors or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate (other than Committee members).
6. Reporting. The Committee will report regularly to the Board regarding the execution of its duties and responsibilities.
7. Subcommittees. The Committee may, at its discretion, form and delegate authority to one or more subcommittees of the Committee as appropriate to carry out the Committee's responsibilities and exercise its powers. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or NASDAQ or other applicable listing standards to be exercised by the Committee as a whole.

IV. AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following specific authority and responsibilities (in addition to any others that the Board may from time to time delegate to the Committee):

1. Board and Committee Membership
 - a) The Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with the criteria and qualifications for membership (as set forth in the Corporate Governance Guidelines), taking into account any director nominees recommended by shareholders of the Company that meet such criteria and qualifications for membership and who are recommended through the submission of a shareholder proposal compliant

with Section 14a-8 under the Securities Exchange Act of 1934, as amended, and (ii) recommending to the Board the persons to be nominated by the Board for election as directors at the annual meeting of shareholders and the persons to be appointed by the Board to fill any vacancies on the Board, in each case, subject to any third-party rights to nominate a director.

- b) The Committee shall be responsible for reviewing the composition and size of the Board as a whole to ensure that the Board is most effective in relation to future operations. If the Chairman of the Board is not an independent director, the Committee shall consider whether it is appropriate to appoint a lead independent director (including as may be required pursuant to the Corporate Governance Guidelines).
- c) The Committee shall have the authority to retain and terminate any search firms to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
- d) The Committee shall be responsible for annually reviewing the relationships that each director has with the Company for purposes of determining independence.
- e) The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

2. Corporate Governance

- a) The Committee shall develop and recommend to the Board a set of corporate governance guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such guidelines and recommend any changes deemed appropriate to the Board for approval.
- b) The Committee shall generally advise the Board as a whole on corporate governance matters.

3. Performance Evaluations

- a) The Committee shall be responsible for overseeing a self-evaluation of the Board on a regular basis, but not less than once every year, to determine whether it and its committees (including this Committee) are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of and recommendations to improve the performance of the Board and its committees, to be discussed with the Board.

- a) The Committee shall review and reassess its own performance at least annually in such manner as it deems appropriate, and report such evaluation, including any recommendations for change, to the Board for review.

4. Succession Planning

- a) The Committee shall periodically review the succession planning for Company executives, report its findings and recommendations to the Board and assist the Board in evaluating potential successors.
- b) The Committee shall plan for continuity on the Board as existing Board members retire or rotate off the Board.

5. Conflicts of Interest

- a) The Committee shall identify, analyze and, if possible, resolve actual and potential conflicts of interest a Board member or a Company executive has or may have, as may be determined by reference to the Corporate Governance Guidelines and the Code of Business Conduct and Ethics.
- b) The Committee shall review and approve any waivers of the Code of Business Conduct and Ethics relating to officers or directors of the Company.

6. Other Matters

- a) The Committee, on an annual basis, shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- b) The Committee shall have the authority, at the expense of the Company and without management approval, to retain such independent consulting, legal, accounting and other advisors as it shall deem appropriate.
- c) The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.
- d) The Committee, on an annual basis, shall review the appropriateness of any charitable or political contributions made by the Company.
- e) The Committee shall have responsibility and authority to address such other matters as may be assigned or delegated to it by the Board from time to time.

This Charter will be made available on the Company's website at www.altimmune.com.

APPROVED: May 4, 2017