

Nominating and Corporate Governance Committee Charter

Organization

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of Onconova Therapeutics, Inc. (the “Company”) is established pursuant to the Bylaws of the Company. The Board of Directors will appoint Committee members and such Committee members shall serve for such term or terms as the Board of Directors may determine or until their earlier resignation or death. The Board of Directors may remove or replace any Committee member at any time, with or without cause. The Board of Directors will also appoint a chairperson for the Committee. If the Board of Directors has not appointed a chairperson for the Committee, the Committee may designate a chairperson by majority vote of the full Committee membership. The Committee will consist of not less than three directors. All Committee members shall meet the independence requirements of the listing standards of the Nasdaq Stock Market LLC (subject to any applicable exceptions permitted under such listing standards) and any other applicable laws, rules and regulations governing independence.

Purpose

The purpose of the Committee is to: (i) identify candidates and assess the skills and qualifications for individuals’ appointment to the Board of Directors, consistent with criteria approved by the Board of Directors, (ii) recommend that the Board of Directors select the director nominees for the next annual meeting of shareholders, (iii) oversee the evaluation of the Board of Directors, and (iv) oversee the Company’s corporate governance policies.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

Nominations and Governance

- Develop and recommend to the Board of Directors minimum qualifications for director nominees.
- Identify and evaluate potential candidates for all directorships to be filled by the Board of Directors or by the stockholders.
- Recommend to the Board of Directors a slate of nominees for election as directors at the Company’s annual meeting of stockholders.
- Recommend to the Board of Directors individuals to be appointed as directors in connection with director vacancies and any newly created directorships.
- Review and make recommendations to the Board of Directors regarding the committee structure of the Board of Directors.
- Develop and review a management succession plan and related procedures. Consider and recommend to the Board of Directors candidates for successor to the Chief Executive Officer of the Company and, with appropriate consideration of the Chief Executive Officer’s recommendations, candidates for successors to other executive officers, in each case when vacancies shall occur in those offices.

- Oversee the annual self-evaluation process for the Board of Directors and its committees.
- The Committee may make recommendations to the Board of Directors regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

General

- 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 Committee will meet at least once a year and at such other times and places as it deems appropriate and will regularly update the Board of Directors about Committee activities and recommendations.
- To carry out its duties and responsibilities, the Committee may retain and terminate any search firm to assist it in identifying director candidates and may also retain and terminate outside counsel and other advisors as it deems necessary. The Committee shall have sole authority to approve related fees and retention terms of any such search firm or other advisor and the Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such search firm or other advisor.
- A majority of the Committee members will constitute a quorum.
- The Committee will periodically review and assess the adequacy of this charter and recommend changes to the Board of Directors. The Board of Directors must approve any amendments to this charter.
- In addition to the duties and responsibilities expressly delegated to the Committee in this charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this charter, the purposes of the Committee, and the Company's bylaws.

Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

Adopted by the Board of Directors and effective on March 23, 2022.

Last Updated: March 23, 2022.