

CLEVELAND BIOLABS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The Nominating and Corporate Governance Committee (the “*Committee*”) is a committee of the Board of Directors (the “*Board*”) of Cleveland BioLabs, Inc. (the “*Company*”).

1. PURPOSE

The purpose of the Committee is to: (a) identify individuals qualified to become members of the Board, consistent with criteria established by the Committee and approved by the Board, and to select, or to recommend that the Board select, the director nominees for each annual meeting of stockholders; (b) oversee evaluation of the Board and management; and (c) recommend to the Board which directors that shall serve on each committee of the Board.

2. MEMBERSHIP

A. Members of the Committee shall be appointed by the Board and consist of at least three members of the Board. All members shall meet the independence requirements of the NASDAQ Stock Market, the Securities and Exchange Act of 1934 and all other applicable requirements. No director may serve unless he or she is (1) a “Non-employee director,” as that term is defined for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (2) an “outside director,” as that term is defined for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended and as applicable, as such standards and definitions may be revised or amended from time to time.

B. Members of the Committee shall serve until their successors are appointed or until their earlier death, resignation, or removal. Members of the Committee may be removed by the Board in its discretion. In event of vacancy on the Committee, the Board shall appoint an independent director to fill such vacancy. Unless the Board elects a Chair, the members of the Committee shall elect a Chair by majority vote of the full Committee membership.

3. DUTIES AND RESPONSIBILITIES

The Committee’s primary duties and responsibilities include:

A. Nominations

- Recommending to the Board for approval criteria and qualifications for membership on the Board, including any specific, minimum qualifications or qualities or skills that the Committee believes are necessary for one or more of the Board members to possess.
- In consultation with the Chairperson of the Board and Chief Executive Officer (the “*CEO*”), identifying, considering, recommending, recruiting, conducting background checks, and selecting, or recommending that the Board select, candidates to fill

positions on the Board consistent with the Board approved criteria and qualifications for membership.

- Reviewing the suitability of each Board member for continued service upon expiration of his or her term or upon a significant change in status.
- Developing and periodically evaluating a policy with regard to the consideration of any director candidates recommended by stockholders, including procedures to be followed by stockholders in submitting such recommendations.
- Recommending director nominees for approval by the Board and the stockholders.
- Considering recommendations for Board nominees and proposals validly submitted by the Company's stockholders.
- Recommending members for each of the Board's committees.

B. Corporate Governance - General

- Reviewing and recommending to the Board proposed changes to the Company's Certificate of Incorporation and By-Laws.
 - In consultation with the Chairperson of the Board and CEO, periodically reviewing, revising, interpreting and confirming compliance with the Company's corporate governance policies and guidelines.
 - Reviewing and recommending to the Board proposed changes to the Company's Corporate Governance Guidelines.
 - Recommending to the Board ways to enhance services to and improve communications and relations with the Company's stockholders.
 - Conducting, in consultation with the Chairperson of the Board and the CEO, an annual review of Company's Code of Conduct, its Code of Ethics for Senior Executives and Financial Officers, and its Code of Business Conduct and Ethics for Directors.
 - Reviewing and making recommendations to the Board regarding proposals from stockholders that relate to corporate governance.

C. Corporate Governance - Management Oversight

- Evaluating requests for waivers of the Company's Code of Conduct, its Code of Ethics for Senior Executives and Financial Officers, and its Code of Business Conduct and Ethics for Directors and reporting findings and recommendations to the full Board.
- Reviewing annually with the Chairperson of the Board and the CEO, the job performance of the CEO and other senior executives with respect to corporate governance.

- Reviewing annually with the Chairperson of the Board and the CEO the succession plans for the CEO and other senior executives and making recommendations to the Board in connection therewith.

D. Corporate Governance - Board

- Establishing criteria for annual performance evaluations of the Board and administering self-evaluations by the Board of its performance.
- Evaluating standards for the overall structure and composition of the Board and evaluating its effectiveness.
- Monitoring the functions of the various committees of the Board and conducting periodic reviews of their contributions to the Company.
- Overseeing the development of programs for continuing education for all directors and orientation of new directors.
- Considering questions of possible conflicts of interest of Board members and of the Company's senior executives.
- Conduct an annual performance evaluation of itself, including a review of its compliance with this Charter, and a review and reassessment of the adequacy of this Charter, and recommend any proposed changes to the Board.

4. POWERS AND AUTHORITY

The Board delegates to the Committee all powers and authority necessary or appropriate to fulfill its duties and obligations hereunder, including, without limitation:

- The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including retaining professionals (such as attorneys, search firms and compensation professionals), at Company expense, to assist in identifying director candidates and the evaluation of director and/or executive compensation, and approve fees and other retention terms.

5. PROCEDURES

A. The Committee shall meet at least once annually or more frequently in its discretion or at request of the Chairperson of the Board. A majority of Committee members shall constitute a quorum and a majority of members present shall decide any question brought before the Committee. Unless the Board elects a Chairperson of the Committee (the "*Chairperson*"), the Committee shall elect a Chairperson by majority vote. The Chairperson shall preside at each meeting. If the Chairperson 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.

B. The Committee may delegate its authority to a subcommittee or subcommittees, provided that the subcommittees consist entirely of independent directors.

C. The Committee shall promptly inform the Board of actions taken or issues discussed at meetings. This will generally take place at the Board meeting following a Committee meeting or through providing regular reports to the Board. The Committee shall maintain minutes and other records, in accordance with Delaware law.

D. The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time.

E. Members of senior management or others may attend meetings at the invitation of the Committee and shall provide pertinent information as necessary.