

**CLEVELAND BIOLABS, INC.
AUDIT COMMITTEE CHARTER**

The Audit 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. Provide assistance to the Board in fulfilling its oversight responsibilities as they relate to the Company’s accounting policies and internal controls, financial reporting practices and legal and regulatory compliance, including, among other things, with respect to:

- Quality and integrity of the Company’s financial statements;
- Company compliance with legal and regulatory requirements; and
- Independent auditor’s qualifications, independence, and performance.

B. Maintain, through regularly scheduled meetings, a line of communication between the Board and the Company’s financial management, internal auditors, and independent auditors; and

C. Prepare reports to be included in the Company’s annual proxy statement, as required by the Securities and Exchange Commission’s (“*SEC*”) rules.

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 (“*Nasdaq*”), the Securities and Exchange Act of 1934 and all other applicable legal 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, as such standards and definitions may be revised or amended from time to time.

B. The members of the Committee shall satisfy the independence and financial literacy requirements of the Nasdaq applicable to Committee members as in effect from time to time, when and as required by Nasdaq. At least one member shall satisfy the applicable Nasdaq financial sophistication requirements as in effect from time to time.

C. If a member of the Committee ceases to be independent for reasons outside of such member’s reasonable control, his or her membership on the Committee may continue until the earlier of the Company’s next annual meeting or one year from the occurrence of the event that caused the failure to qualify as independent. If the Company is not already relying on this provision, and falls out of compliance with the requirements

regarding audit committee composition due to a single vacancy on the Committee, then the Company will have until the earlier of the Company's next annual meeting or one year from the occurrence of the event that caused the failure to comply with this requirement. The Company shall provide notice to Nasdaq immediately upon learning of the event or circumstance that caused the noncompliance, if it expects to rely on either of these provisions for a cure period. The Company shall also be entitled to rely on and utilize any cure provisions relating to the independence of the members of the Committee and the composition of the Committee to the extent permitted under the rules and regulations of the SEC and Nasdaq.

D. 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 shall have the following duties and responsibilities:

A. Financial Reporting. Review and discuss the quarterly and annual financial statements and Company disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" with management and the independent auditors. Based upon such review, determine whether the quarterly and annual financial statements should be included in the Company's quarterly and annual reports filed with the SEC. In connection with such review, the Committee will:

- Discuss with the independent auditors matters required to be addressed by Statement on Auditing Standards No. 16 (as may be modified or supplemented) and matters in the written disclosures required by Public Company Accounting Oversight Board ("PCAOB") rule 3526 relating to conduct of the audit.
- Review with the independent auditors and management the adequacy of the Company's internal controls, any significant findings and recommendations with respect to such controls, and the adequacy of disclosures about such controls.
- Review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting or auditing principles or policies.
- Review reports required to be submitted by the independent auditor concerning: (i) all critical accounting policies and practices used; (ii) all alternative treatments of financial information within U.S. generally accepted accounting principles ("GAAP") that have been discussed with management,

the ramifications of such alternatives, and the accounting treatment preferred by the independent auditors; and (iii) any other material written communications with management.

- Review analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analysis of the effects of alternative GAAP methods on the financial statements and the effects of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
- Discuss policies and procedures concerning earnings press releases and review the type and presentation of information to be included in them (paying particular attention to any use of “pro forma” or “adjusted” non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies.
- Review disclosures made to the Committee by the Company’s CEO and CFO during their certification process for the annual and quarterly reports regarding any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees, who have a significant role in the Company’s internal controls.

B. Independent Auditor Oversight. The Committee has the direct authority and responsibility to appoint, retain, compensate, terminate, select, evaluate and, where appropriate, replace the independent auditors. In connection with this oversight, the Committee will:

- Appoint and replace (subject to stockholder approval or ratification, if deemed advisable by the Board) the independent auditors.
- Approve engagement terms and fees to be paid to the independent auditors.
- Meet with the independent auditors prior to the annual audit to discuss planning and staffing of the audit.
- Review and evaluate the independent auditors’ performance, as the basis for a decision to reappoint or replace the independent auditors.
- Assess independence of the independent auditors. Annually, obtain confirmation and assurance as to the independent auditor’s independence, including ensuring that they submit on a periodic basis (not less than annually) to the Committee a formal written statement delineating all relationships between the independent auditors and the Company. Discuss with independent auditors any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and take appropriate action in response to the independent auditors’ report to satisfy itself of their

independence.

- Assure regular rotation of the lead audit partner, as required by the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (“*Exchange Act*”), and consider whether rotation of the independent auditor is required to ensure independence.
- Pre-approve all audit and non-audit services to be performed by the independent auditors and the related fees for such services, other than prohibited non-auditing services as promulgated under rules and regulations of the SEC (subject to the inadvertent *de minimus* exceptions in accordance with the Exchange Act).
- Set clear hiring policies for employees or former employees of the independent auditors, including but not limited to, as required by all applicable laws and Nasdaq listing rules.

C. Internal Controls. Review with the independent auditors the adequacy of the Company’s internal controls, and any significant findings and recommendations with respect to such controls. In connection therewith, the Committee shall:

- At least annually, obtain and review a report by the independent auditors describing: the independent auditor’s internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five (5) years, with respect to one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues.
- Resolve any differences in financial reporting between Company management and the independent auditors.
- Establish procedures for (i) receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

D. Risk Management.

- Discuss policies and guidelines to govern the process by which risk assessment and risk management is undertaken, including reviewing annually the Company’s insurance programs to assess the adequacy of coverage with respect to identified risks.
- Meet periodically with Company management to review and assess the Company’s major financial risk exposures and the manner in which such risks are being monitored and controlled.

E. Code of Conduct.

- Obtain reports from Company management and the independent auditor that the Company is in conformity with applicable legal requirements and the Company's Code of Conduct and Code of Ethics for Senior Executives and Independent Directors.
- Advise the Board with respect to Company's compliance with applicable laws and regulations and codes of conduct.
- Review and administer Related Person Transaction Policy of the Company, including review and approval of all "related party transactions" requiring disclosure under SEC Regulation S-K, Item 404.

F. Reporting

- Review periodically with Company legal counsel (i) legal and regulatory matters which may have a material effect on the financial statements, and (ii) corporate compliance policies or codes of conduct.
- Meet periodically (not less than annually) in separate executive sessions with each of the Company's chief financial officer and the independent auditors.
- 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 the Charter, and recommend any proposed changes to the Board.
- Prepare the report of the Committee required by SEC rules to be included in the proxy statement for each annual meeting.

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:

- Retain professionals (such as attorneys and accounting professionals), at Company expense, to assist in performance of Committee duties hereunder.
- Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants (including the independent auditors) or investment bankers, or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other, advisors or consultants.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP. The Company's management is principally responsible for Company accounting policies, the preparation of the financial statements and ensuring that the financial statements are prepared in accordance with GAAP. Management is also responsible for implementing procedures to help ensure that the Company and its employees comply with applicable laws and regulations and with the Company's applicable ethics standards. The independent auditors are responsible for auditing and attesting to the Company's financial statements and understanding the Company's system of internal controls in order to plan and to determine the nature, timing and extent of audit procedures to be performed.

5. PROCEDURES

A. The Committee shall meet at least quarterly 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.

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. The Committee shall maintain minutes and other records, in accordance with Delaware law.

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