

CLEVELAND BIOLABS, INC.
COMPENSATION COMMITTEE CHARTER

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

1. PURPOSE

The purpose of this Committee is to:

A. Discharge the responsibilities of the Board relating to compensation of the Company’s executive officers and directors;

B. Produce an annual report on executive compensation as described in Item 402 of Regulation S-K for inclusion in the Company’s proxy statement or, if the Company does not file a proxy statement, in the Company’s annual report on Form 10-K filed with the Securities and Exchange Commission, in accordance with applicable rules and regulations; and

C. Assist the Board in establishing appropriate incentive compensation and equity-based plans and to administer such plans and oversee the annual process of evaluation of the performance of the Company’s management.

2. MEMBERSHIP

A. Members of the Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee 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. In determining whether members of the Committee meet the independence requirements, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a member of the Committee. These factors include, without limitation: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director, including fees received as a member of the Board or a committee of the Board and the receipt of fixed amounts of compensation under a retirement plan for prior service with the Company; (ii) whether such director receives compensation from any person or entity that would impair his or her ability to make independent judgments about the Company’s executive compensation and (iii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

C. 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. Executive Compensation

- Review and approve, annually: (i) compensation related to corporate goals and objectives relevant to compensation of the Chief Executive Officer (“CEO”) and other executive officers; (ii) evaluate the performance of the CEO and other executive officers in light of those goals and objectives; and (iii) determine and approve compensation level, including salary and bonuses, stock and stock option awards, non-equity incentive plan compensation, non-qualified deferred compensation earnings, perquisites, and any other personal benefits, including, but not limited to, contributions to defined contribution plans, company paid life insurance premiums and tax gross-ups, of the CEO and other executive officers based on this evaluation. The Committee’s oversight shall also include compensation arrangements between Company executive officers and any affiliates or subsidiaries of the Company. The Committee shall communicate the approved compensation policy to the Board and to the board of directors of any affiliate or subsidiary of CBL at least annually and shall mandate that any proposed compensation arrangement with any executive officer be disclosed to and approved by the Compensation Committee prior to any compensation being paid to such executive officer.
- Consider, when determining the long-term incentive component of compensation for the CEO and other executive officers, Company performance and relative shareholder return, value of similar incentive awards to executive officers in comparable positions at comparable companies, and prior awards given to the CEO and other executive officers of the Company; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid.
- Review and approve, periodically and when appropriate, other arrangements relating to the CEO and other executive officers, including, without limitation, severance, change in control, and any special or supplemental compensation for present or former CEO(s) and other executive officers, such as retirement benefits, perquisites, contributions to defined contribution plans, company paid life insurance premiums and tax gross-ups.
- Review and approve all compensation arrangements with any other individual whose compensation arrangement with the Company, including with any of the Company’s affiliates or subsidiaries, provides for gross compensation in excess of \$200,000.

- Review and approve, periodically and when appropriate, a clawback policy, as well as any specific clawback provisions, with respect to any compensation, including incentive compensation, with respect to the CEO and other executive officers, in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act on July 21, 2010 and rules promulgated by the Nasdaq Stock Market and the Securities and Exchange Commission, and direct the Company to disclose the clawback policy as required by the applicable rules.
- Recommend to the Board that stockholders of the Company approve, on an advisory basis, compensation of the named executive officers of the Company, as disclosed in the Company's proxy statement.
- Recommend to the Board the frequency of holding a vote on the compensation of the Company's named executive officers.
- Evaluate the efficacy of the Company's compensation policies and strategies in achieving expected benefits to the Company and otherwise furthering the Committee's purpose.

B. Incentive Plans

- Oversee and review incentive-compensation and equity-based plans (the "Plans") established or maintained by the Company from time to time.
- Make recommendations to the Board with respect to the adoption, amendment, termination, or replacement of the Plans.

C. Public Reporting

- Review and discuss with Company management the Compensation Discussion and Analysis (the "CD&A") when and as required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission, and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be included.
- The Committee shall annually review with the Board the rules on communication and disclosure of executive compensation contained in Item 402 of Regulation S-K promulgated under the Securities Act of 1933.
- Oversee Company's compliance with the requirement under the NASDAQ rules that, with limited exceptions, stockholders approve the Plans.

D. Policies

- Monitor Company's compliance with requirements and prohibitions relating to loans to directors and officers and all other applicable laws affecting employee compensation and benefits.

- Review compensation policies and practices for all employees to determine whether such policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.

E. Board Matters

- Recommend to the Board compensation for Board members, such as retainers, committee chairperson fees, equity compensation, and other similar items, as appropriate. 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.

F. Selection of Compensation Consultants, Legal Counsel and Other Advisers

- The Committee shall have the authority, in its sole discretion, to retain (or obtain the advice of) any, compensation consultant, legal counsel or other advisers (referred to collectively as “advisers”) to assist it in the performance of its duties, only after taking into consideration the following factors specified in Nasdaq Listing Rule 5605(d)(3) or any successor provision:(i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of the Company. The Committee need not conduct this independence assessment with respect to (a) in-house legal counsel; or (b) any adviser whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees; or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the adviser and about which the adviser does not provide advice. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of any advisers engaged for the purpose of advising the Committee, and such advisers shall report directly, and be accountable, to the Committee. The Committee shall have sole authority to approve the reasonable fees and the other terms and conditions of such engagement, including authority to terminate the engagement. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such adviser retained by the Committee. Nothing in this provision requires the Committee to implement or act consistently with the advice or

recommendations of any adviser or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

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:

- A. Interpret provisions of the Plans and establish rules for implementing the Plans;
- B. Make grants and distribution of benefits under the Plans, and approve or disapprove participation of individual employees in the Plans; and
- C. Retain professionals (such as attorneys and compensation professionals), at Company expense, to assist in evaluation of director and/or executive compensation, and approve fees and other retention terms.

5. PROCEDURES

A. The Committee shall meet at least twice 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. Members of senior management or others may attend meetings the invitation of the Committee and shall provide pertinent information as necessary, except that the CEO or other such officers shall not be present during Committee voting or deliberations on the subject of CEO or other such officers compensation.