

## **CHARTER AND POWERS OF THE NOMINATION AND GOVERNANCE COMMITTEE**

**Adopted December 17, 2013**

WHEREAS, the Board of Directors (the “Board of Directors”) of Windtree Therapeutics, Inc. (the “Company”), deems it advisable and in the best interests of the Company to approve and adopt this Nomination and Governance Committee Charter (the “Charter”) to insure that the Board of Directors performs due investigation, oversight and diligence over the selection of the directors chosen to serve as members of the Board of Directors by the Board of Directors, management, the shareholders of the Company or other sources; and

WHEREAS, the National Association of Securities Dealers, Inc. (the “NASD”) requires an issuer whose securities are listed on NASDAQ to have a charter for its nomination committee or other body which performs the nomination functions; it is now

RESOLVED, that the form, terms, conditions and provisions of this Charter are hereby approved and adopted by the Board of Directors and the Nomination and Governance Committee (the “Committee”);

RESOLVED, that the membership of the Committee shall consist of at least three independent members of the Board of Directors (as defined under the rules of the NASDAQ), who shall serve at the pleasure of the Board of Directors, subject to the terms and provisions of this Charter and the By-Laws of the Company;

RESOLVED, that the charter and powers of the Committee shall be:

- Assisting the Board of Directors in the oversight of the establishment and maintenance by the Board of Directors of processes to assure that a procedure is in place to nominate persons to serve on the Board of Directors and to monitor the continued candidacy of the directors;
- Assisting the Board of Directors in the oversight of the establishment and maintenance by management of processes to assure compliance by the Company with all applicable laws, regulations and Company policy with respect to the membership of the Board of Directors;
- Assisting the Board of Directors in identifying individuals qualified to become directors and to recommend to the Board of Directors nominees to fill vacancies in membership of the Board of Directors as they occur and, prior to each Annual Meeting of Stockholders, recommend a slate of nominees for election as directors at such meeting;
- Recommending to the Board of Directors guidelines on Corporate Governance applicable to the Company;

- Assisting the Board of Directors in any self review of the performance of the Board of Directors; and
- To recommend to the Board of Directors the director nominees for each committee of the Board of Directors;

RESOLVED, that the Committee shall have the following specific powers and duties:

1. Holding such regular meetings as may be necessary and such special meetings as may be called in accordance with the By-Laws of the Company;
2. Evaluating the composition and organization of the Board of Directors and its committees in light of requirements established by the NASD or any other applicable statute, rule or regulation which the Committee deems relevant, and making recommendations regarding the foregoing to the Board of Directors for approval;
3. Reviewing the composition and size of the Board of Directors in order to ensure that the Board of Directors is comprised of directors with a reasonable balance of the proper professional, business and financial expertise, skills, attributes and personal and professional backgrounds appropriate for the Company, as determined by the Committee;
4. Determining the criteria for selection by the Board of Directors of the Chairman of the Board, the individual directors and the members of the committees of the Board of Directors;
5. Evaluating and recommending to the Board of Directors the appointment of the Chairman of the Board and of directors to committees of the Board of Directors including the chairpersons of each such committee;
6. Reviewing and evaluating the performance of current directors proposed for reelection and making recommendations to the Board of Directors regarding the appropriateness of directors standing for reelection;
7. Identifying, evaluating and approving a slate of nominees for election to the Board at the Annual Meeting of Stockholders or any other meetings of stockholders and reviewing the qualifications, experience and fitness for service on the Board of Directors of any potential directors;
8. Identifying, evaluating and approving new directors upon the resignation or removal of directors or any other vacancies of the Board of Directors, or any planned expansion of the Board of Directors, and reviewing the qualifications, experience and fitness for service on the Board of Directors of all such potential directors;
9. Reviewing, evaluating and approving all nominees for election to the Board of Directors submitted by Stockholders in compliance with the Securities Exchange Act of

1934 and the By-Laws of the Company, and, if such candidates meet the qualifications for candidacy as determined by the Committee in its sole discretion, approving such nominees as candidates for election at the Company's next election of directors;

10. Reviewing, evaluating and approving all stockholder proposals submitted to the Company (including any proposal relating to the nomination of a candidate for election to the Board of Directors) and the timeliness of the submission thereof and recommending to the Board of Directors appropriate action on each such proposal;

11. Evaluating and, if deemed necessary, recommending, the termination of membership of any director in accordance with the applicable code of conduct or ethics of the Company, if any, or any corporate governance principles adopted by the Company or the Board of Directors, for cause or for any other appropriate reason;

12. Reviewing annually the performance of the Board of Directors and each committee of the Board of Directors;

13. Reporting to the Board of Directors following each meeting of the Committee;

14. Reviewing this Charter and the powers of the Committee annually and reporting and making recommendations to the Board of Directors with respect to these responsibilities;

15. Conducting or authorizing investigations into any matters within the Committee's scope of responsibilities; and

16. Considering such other matters in relation to the management of the Board of Directors as the Committee may, in its discretion, determine to be advisable;

RESOLVED, that the Committee shall apply the following criteria in its decision in its approval of nominees for election to the Board of Directors:

1. Directors should be of the highest ethical character and share the values of the Company;

2. Directors should have reputations, both personal and professional, consistent with the image and reputation of the Company;

3. Directors should be highly accomplished in their respective fields, with superior credentials and recognition;

4. In selecting directors, the Board of Directors should generally seek active and former members of the management of public and private companies and other organizations, including scientific, government, educational and other non-profit institutions;

5. As the foundation of the Company is in biotechnology, the Board of Directors should also seek some directors who are widely recognized as leaders in the fields of medicine or the biological sciences, including those who have received the most prestigious awards and honors in their fields;
6. Each director should have relevant expertise and experience, and be able to offer advice and guidance to the Board of Directors and the executive officers based on such expertise and experience;
7. The majority of directors should be “independent,” not only as that term may be legally defined, but also without the appearance of any conflict in serving as a Director. In addition, Directors should be independent of any particular constituency and be able to represent all shareowners of the Company; and
8. Each Director should have the ability to exercise sound business judgment.