

SUCAMPO PHARMACEUTICALS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Amended March 4, 2015

A. Purpose

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of Sucampo Pharmaceuticals, Inc. (the “Company”) is to oversee all aspects of the Company’s corporate governance functions on behalf of the Board, including:

- identify, evaluate and recommend to the Board qualified candidates to serve as directors and evaluate incumbent directors and recommend to the Board whether they should be re-nominated;
- facilitate the annual review of the performance of the Board and its committees;
- assess the responsibilities and membership of Board committees and recommend director nominees for each committee of the Board;
- oversee the development and implementation of succession plans for the Company’s CEO and other executive officers;
- identify, review and assess Board governance risks and develop a process to monitor and control those risks; and
- make recommendations to the Board regarding corporate governance issues.

B. Structure and Membership

1. Number. The Nominating and Corporate Governance Committee shall consist of such number of directors as the Board shall from time to time determine, but in no event less than two directors who meet the independence requirements below. There may be no more than one non-voting or advisory member of the Committee.
2. Independence. Except as otherwise permitted by the applicable rules of the NASDAQ Global Market (“NASDAQ”), each voting member of the Nominating and Corporate Governance Committee shall meet the independence requirements of applicable law and the listing requirements established by NASDAQ.
3. Chair. Unless the Board elects a Chair of the Nominating and Corporate Governance Committee, the Committee shall elect a Chair by majority vote. The

Chair (or in his or her absence, a member designated by the Chair) shall be a voting member and preside at all meetings of the Committee.

4. Compensation. The compensation of Nominating and Corporate Governance Committee voting members and the Chair of the Committee shall be as determined by the Board.
5. Selection and Removal. Members of the Nominating and Corporate Governance Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Nominating and Corporate Governance Committee from such Committee, with or without cause, at any time. Vacancies on the Committee shall be filled by the Board.

C. Authority and Responsibilities

1. The Nominating and Corporate Governance Committee shall discharge its responsibilities and shall assess the information provided by the Company's management in accordance with its business judgment.
2. The operation of the Nominating and Corporate Governance Committee shall be subject to the Company's Bylaws and to the Delaware General Corporation Law. The Board's approval of this Charter shall be construed as a delegation of authority by the Board to the Nominating and Corporate Governance Committee with respect to the responsibilities set forth in it.
3. The Nominating and Corporate Governance Committee shall have the specific authority and responsibilities set forth in this Section C, and any authority and responsibility that the Board may from time to time delegate to the Committee.

Board Nominees; Continued Service; Committee Appointments

4. The Nominating and Corporate Governance Committee shall review the skills and characteristics of current directors and of the Board as a whole each year and determine the Board's needs for particular skills and characteristics in director candidates to complement the strengths of current Board members, which it discusses with the Board. Prospective director candidates shall be identified by the Committee from a variety of sources, including recommendations from Board members and Company employees, stockholders, other stakeholders and a search firm, if one is retained. The Committee shall evaluate each prospective director candidate pursuant to the criteria set forth in the Corporate Governance Guidelines and shall assess whether that candidate possesses the skills and characteristics sought to enhance the skills and characteristics of current Board members. The Committee shall also conduct appropriate due diligence.

When evaluating the suitability of an incumbent director for nomination for reelection, the Nominating and Corporate Governance Committee will also consider the director's past performance, including attendance at meetings and participation in and contributions

to the activities of the Board, and the director's ongoing contributions to the Board as well as the director's ability to make contributions after any significant change in circumstances.

5. After completing its evaluation process, the Nominating and Corporate Governance Committee shall recommend to the Board qualified persons to be nominated for election as directors at the annual meeting of stockholders and persons to be elected by the Board to fill vacancies occurring on the Board. The Committee shall recommend candidates who, in its judgment, meet the criteria in the Corporate Governance Guidelines, possess the skills and characteristics needed to complement the skills and characteristics of current Board members, will effectively represent the balanced best interests of all shareholders, are likely to make a meaningful contribution to the Board's oversight of the business and affairs of the Company and will strengthen the collaborative process and dynamic of the Board. In those instances where the Committee recommends multiple individuals for election or re-election to the Board, the Committee shall also recommend the class of directors in which each individual should serve.

6. The Committee shall be responsible for evaluating the suitability of an incumbent director for nomination for reelection and for recommending to the Board whether the director should be re-nominated. The Committee's assessment shall include, but shall not be limited to: (i) whether the incumbent director continues to satisfy the criteria and principles set forth in the Corporate Governance Guidelines; (ii) whether the incumbent director has contributed to the Board's effectiveness during his or her service; (iii) whether the background and experience of the incumbent director continue to add value to the Board; (iv) whether the incumbent director, if independent, has exercised independent judgment and been free of conflicts; (v) whether the incumbent director's business or professional affiliations or responsibilities have increased and could reduce the time needed for preparation, participation, and attendance at all meetings; and (vi) whether the incumbent director participated in continuing director education.

7. The Committee shall review and annually recommend to the Board the membership of each Board committee. As part of this review, the Committee shall consider the independence and experience requirements of NASDAQ, the rules and regulations of the Securities and Exchange Commission ("SEC") and applicable law, any required qualifications set forth in the committee's charter, the needs of each committee in light of its purpose and responsibilities and the existing composition of the committee, the interests, independence and experience of current committee members, the benefits of periodic rotation of committee members and any other factors the Committee deems appropriate. The Committee shall also periodically review and make recommendations to the Board concerning the size, structure and activities of the Board committees.

Corporate Governance

8. The Committee shall interpret, monitor the effectiveness of, and annually review the Corporate Governance Guidelines of the Company and shall develop and recommend to the Board modifications and or additions to them.

9. The Committee shall annually review its own Charter in such manner as it deems appropriate and submit its conclusions and any recommendations for proposed changes to the Board for approval.
10. The Committee shall periodically review the Company's Certificate of Incorporation and Bylaws and recommend any proposed changes to the Board.
11. The Committee shall review any shareholder proposals relating to corporate governance and other matters and recommend a proposal response to such proposals to the Board.
12. The Committee shall review and monitor the orientation of all new directors and assess the need for and, if necessary, develop and implement a plan or program for the continuing education of directors.
13. The Committee shall establish and periodically review and recommend to the Board director retirement policies.
14. The Committee shall identify, review and assess Board governance risks, develop a process to monitor and control those risks, and make recommendations to the Board regarding corporate governance issues.
15. The Committee shall annually assess the independence of the independent directors, including whether (i) such directors are independent from management in both fact and appearance and (ii) such directors meets the independence requirements of applicable law, the listing requirements established by NASDAQ rules and the SEC's rules and regulations. The Committee's assessments shall be provided to the Board for further discussion and action, as appropriate.

Evaluation of the Board and Committees

16. The Committee shall be responsible for overseeing an annual self-evaluation of the Board as a whole and each of its committees to determine whether the Board and its committees are functioning effectively and to recommend enhancements. The Committee shall determine the nature of the evaluation and each director shall be requested to complete the evaluation assessing the effectiveness of the Board. Each Board committee shall conduct an annual self-evaluation in which it compares its performance to the requirements of its written charter and shall report the results of its self-evaluation to the Nominating and Corporate Governance Committee. As soon as possible following completion of the annual self-evaluation process, the Nominating and Corporate Governance Committee shall review the results of the self-evaluation process with the Board. The Nominating and Corporate Governance Committee may also, from time to time, conduct an evaluation of the individual members of the Board if the Committee determines that such an evaluation is appropriate.

Succession Planning

17. The Nominating and Corporate Governance Committee shall identify, and periodically review and reassess, the qualities and characteristics necessary for an effective CEO of the Company. It shall develop a written succession plan for the CEO position, including a contingency plan for transitional leadership in the event of an unplanned departure, disability or death, for review and approval by the Board.

18. The Nominating and Governance Committee shall review with the CEO the Company's succession plans for each of the corporate officer positions, including contingency plans in the event of unplanned vacancies. The Committee shall annually confer with the CEO regarding his assessment of the development and progression of potential internal candidates for possible elevation to corporate officer positions. The Committee shall report annually to the Board on the Company's succession plans and on the development of internal candidates for advancement to each of these positions.

19. The Nominating and Corporate Governance Committee shall manage the process of identifying, evaluating and selecting candidates for the position of CEO, with the full participation of the independent directors. The Nominating and Governance Committee shall recommend to the Board a nominee for appointment as CEO.

D&O Insurance

20. The Committee shall annually review and discuss with the Company's management the adequacy of the Company's director and officer ("D&O") insurance and make recommendations with respect to such insurance to the Board.

Miscellaneous Responsibilities

21. The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

22. The Committee shall undertake other duties as may be delegated from time to time by the Board.

Retention of Consultants and Advisors

23. The Committee shall have the authority to retain and terminate search firms to assist in identifying potential director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

24. The Committee shall have the authority to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any counsel and other advisors engaged by the Committee.

D. Meetings and Operations

1. Meetings. The Nominating and Corporate Governance Committee shall meet as often as it deems necessary in order to perform its responsibilities, but no less than four times each year. A majority of the members of the Nominating and Corporate Governance Committee shall constitute a quorum for the transaction of business. The Committee shall meet in executive session as it deems necessary. The Committee may invite to its meetings any member of management, including the CEO and such other persons as it deems appropriate in order to carry out its duties and responsibilities. All actions of the Committee will require (a) the vote of a majority of the members present at a meeting of the Committee at which a quorum is present or (b) a unanimous written consent.

2. Procedures. Except as expressly provided in this Charter, the Company's Bylaws or the Company's Corporate Governance Guidelines, or as required by law, regulation or NASDAQ, the Committee shall set its own rules of procedure.

3. Subcommittees. The Nominating and Corporate Governance Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.

4. Reports to the Board. The Nominating and Corporate Governance Committee, through its Chair, shall report all material activities of the Committee to the Board from time to time or whenever so requested by the Board.

5. Minutes. Minutes of each meeting, and each written consent, will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee, and the Secretary of the Company, and shall be placed in the Company's minute book.