

**CHARTER OF THE NOMINATING AND  
CORPORATE GOVERNANCE COMMITTEE OF  
CYTODYN INC.**

February 19, 2018

**I. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the board of directors (the “**Board**”) of CytoDyn Inc. (the “**Company**”) is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process, developing and maintaining the Company’s corporate governance policies, and any related matters required by the federal securities laws or by the applicable listing rules of the NASDAQ Stock Market (“**NASDAQ**”).

**II. COMPOSITION**

The Committee shall consist of two or more directors and each shall satisfy the independence standards set forth by NASDAQ.

Members shall be appointed by the Board. Members shall serve for such term as the Board may determine or until earlier resignation. The Board may remove any member from the Committee at any time with or without cause.

**III. RESPONSIBILITIES**

Within the scope of the role of the Committee described above, the Committee is charged by the Board with the responsibility to:

- a. To determine the qualifications, qualities, skills, experience and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “**Director Criteria**”).
- b. To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures established by the Committee and described in the Company’s proxy statement.
- c. To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.
- d. To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
- e. If a vacancy on the Board and/or any Board committee occurs, to identify and make

recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

- f. To review and discuss with management the disclosure regarding the operations of the Committee and director independence, and to recommend that this disclosure be, included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- g. Perform such other duties and responsibilities as may be assigned to the Committee by the Board.

#### **IV. AUTHORITY**

By adopting this Charter, the Board delegates to the Committee full authority to:

- a. Select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside counsel and any other advisors.
- b. Delegate such of its authority and responsibilities as the Committee deems proper to subcommittees thereof, subject to all applicable laws and regulations (including without limitation the NASDAQ listing standards).
- c. Appoint a chair of the Committee, unless a chair is designated by the Board.

#### **V. COMMITTEE STRUCTURE AND OPERATIONS**

The Committee shall meet in person or telephonically at such times and places as shall be determined by the Committee chairperson. The chairperson, with input from the other members of the Committee and management, shall set the agendas for Committee meetings. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

The Committee shall maintain minutes containing a summary of the actions taken at each Committee meeting and shall make regular reports to the Board with respect to actions taken by the Committee and areas of the Committee's responsibilities.

## **VI. PERFORMANCE EVALUATION**

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.