

SELLAS LIFE SCIENCES GROUP, INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

OF THE BOARD OF DIRECTORS

APPROVED BY THE BOARD OF DIRECTORS

DECEMBER 29, 2017

ORGANIZATION

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of SELLAS Life Sciences Group, Inc., a Delaware corporation (the “*Company*”), shall consist of at least two members of the Board. No Committee member shall be an employee of the Company and each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board, in accordance with the applicable independence requirements of The Nasdaq Stock Market (“*Nasdaq*”), when and as required by Nasdaq. The members of the Committee and the Committee chairperson (the “*Chairperson*”) shall be appointed by the Board. The Chairperson (or in his or her absence, a member designated by the Chairperson) shall be a voting member and preside over all meetings of the Committee.

STATEMENT OF POLICY

The purpose of the Committee shall be to (i) oversee all aspects of the Company’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify, review and evaluate candidates to serve as directors of the Company and review and evaluate incumbent directors; (iv) facilitate the annual review of the performance of the Board and its committees; (v) recommend to the Board for selection candidates to the Board to serve as nominees for director at the annual meeting of stockholders; (vi) oversee the development and implementation of succession plans for the Company’s Chief Executive Officer and other executive officers; (vii) identify, review and assess Board governance risks; and (vi) make other recommendations to the Board regarding corporate governance issues.

OPERATING PRINCIPLES AND PROCESSES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

1. ***Communication.*** Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.
2. ***Committee Education/Orientation.*** Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company will enhance the effectiveness of the Committee.

3. **Resources.** The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.

RESPONSIBILITIES

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

1. **Director Nominations.** The Committee shall review the skills and characteristics of the 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, for discussion 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, which the Committee shall have the authority to retain in its discretion. The Committee shall assess whether each candidate possesses the skills and characteristics sought to enhance the skills and characteristics of the then-current Board, as well as overall Board diversity. The Committee shall also conduct appropriate due diligence. The Committee has the responsibility of identifying, reviewing and evaluating candidates to serve on the Company's Board including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend to the Board for selection candidates to the Board to serve as nominees at the annual meeting of stockholders. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board of Directors, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.
2. **Board Assessment.** The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the re-election of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills, diversity and expertise appropriate for the Company. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management

in both fact and appearance, as well as within the meaning prescribed by Nasdaq. The results of these reviews shall be provided to the Board for further discussion as appropriate. The Committee shall also be responsible for evaluating the composition, size, structure and practices of the Board on a periodic basis.

3. ***Board Committee Nominations.*** The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee. The Committee shall also periodically review and make recommendations to the Board concerning the size, structure and activities of the Board committees.
4. ***Continuing Education.*** The Committee shall consider instituting a plan or program for the continuing education of directors.
5. ***Corporate Governance Principles.*** The Committee shall develop a set of corporate governance principles to be applicable to the Company, shall periodically review and assess these principles and their application, and shall recommend any changes deemed appropriate to the Board for its consideration. The Committee shall periodically review the Company's Certificate of Incorporation and Bylaws and recommend any proposed changes to the Board. The Committee shall review any stockholder proposals relating to corporate governance and other matters and recommend a proposed response to such proposals to the Board.
6. ***Procedures for Information Dissemination.*** 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.
7. ***Management Succession.*** The Committee shall periodically review with the Chief Executive Officer the plans for succession to the offices of the Company's executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.
8. ***D&O Insurance.*** The Committee shall annually review and discuss with the Company's management the adequacy of the Company's director and officer insurance and make recommendations with respect to such insurance to the Board.
9. ***Self-Assessment.*** The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically review and assess the adequacy of this charter, including the Committee's role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration.
10. ***Reporting to the Board.*** The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

SELECTION AND REMOVAL

Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Committee, with or without cause, at any time. Vacancies on the Committee shall be filled by the Board.

COMPENSATION

The compensation of Committee members and the Committee Chairperson shall be determined by the Board.

MEETINGS

The Committee will hold at least one regular meeting per year and additional meetings, as the Committee deems appropriate.

MINUTES

Minutes of each meeting 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.