



## Nominating and Corporate Governance Committee Charter

### Purpose

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Stemline Therapeutics, Inc. (the "Company") to (1) identify individuals qualified to become Board members, (2) recommend director nominees to the Board for the next annual meeting of stockholders, (3) evaluate the overall effectiveness of the Board, (4) develop, monitor and evaluate applicable corporate governance practices of the Company, and (5) perform such other responsibilities and duties enumerated in and consistent with this Charter or as otherwise determined by the Board.

### Membership

The Committee shall consist of at least two independent members of the Board. Each Committee member shall satisfy the independence requirements of The Nasdaq Stock Market and other applicable laws, rules and regulations governing independence, as determined by the Board.

Members of the Committee shall be appointed by the Board and shall serve at the discretion of the Board.

The Board shall designate a Chairperson for the Committee. The Chairperson shall preside at all meetings of the Committee and exercise and perform other powers and duties as may be assigned by the Board. In the absence of the Chairperson at any meeting of the Committee, the members of the Committee may designate a Chairperson by majority vote.

### Authority, Responsibilities and Duties

With respect to nominating and governance functions, the Committee has the following authority, responsibilities and duties:

1. Identify and review individuals believed to be qualified to become directors for recommendation to the Board (Procedures of the Committee are attached hereto as Exhibit A). The Committee shall consider all pertinent issues and factors bearing on the qualifications of candidates in light of such criteria. Such factors may include, but are not limited to:
  - o Independence and no conflict of interest that would interfere with performance as a director;
  - o Character and integrity;
  - o Financial literacy;
  - o Level of education and business experience;
  - o Sufficient time to devote to Board matters; and
  - o Commitment to represent the long-term interests of the Company's stockholders.
2. Recommend to the Board the director nominees for the next annual meeting of stockholders.
3. Recommend to the Board the director nominees for each Board committee.
4. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy.
5. Recommend the appropriateness of the size of the Board relative to its various responsibilities.
6. Review the overall composition and leadership structure of the Board, taking into consideration the experience and expertise of the directors, and make recommendations to the Board as necessary.
7. Assist the Board in its evaluation of the independence of the Company's directors in accordance with applicable legal and regulatory requirements.
8. Consider nominations and recommendations of candidates for the Board made by stockholders (Procedures of the Committee are attached hereto as Exhibit B).
9. Retain or terminate any professional search firm and other advisors, to the extent deemed appropriate by the Committee, to advise the Committee on director candidates, corporate governance matters or any other matters within the scope of this Charter.
10. Review and make recommendations to the Board with respect to management succession planning.
11. Review issues and developments related to corporate governance matters and recommend governance standards to the Board as the Committee deems appropriate.
12. Consider and make recommendations to the Board concerning matters relating to the practices, policies and performance of the Board as the Committee deems appropriate.
13. Make regular reports to the Board concerning the activities of the Committee.
14. Oversee an annual self-evaluation by the Board.
15. Perform an annual performance evaluation of the Committee and report the results to the Board.

16. Review and assess the adequacy of this Charter on a periodic basis and, if appropriate, recommend changes to this Charter to the Board.
17. Perform any other activities consistent with this Charter, the Company's Second Amended and Restated Certificate of Incorporation, as amended, and By-Laws, and other governance issues as the Committee or the Board deems appropriate.

### **Meetings, Structure, Operations**

The Committee shall hold regular meetings based on a schedule determined by the Chairperson of the Committee; however, the Committee shall meet at least two times per year. For the purposes of transacting business at any meeting of the Committee, **[two]** members shall constitute a quorum.

The Committee may form and delegate to one or more subcommittees all or a portion of the Committee's authority, duties and responsibilities, and may establish such rules as it determines necessary or appropriate for its business.

### **Exhibit A: Director Evaluation Process**

The Nominating and Corporate Governance Committee will evaluate candidates to the Board by reviewing their biographical information and qualifications. If the Committee determines that a candidate is qualified to serve on the Board, such candidate will be interviewed by a member of the Committee and the Chief Executive Officer. Members of the Board also have an opportunity to interview qualified candidates. The Committee will then determine, based on the background information and the information obtained in the interviews, whether to recommend to the Board that the Company nominate the candidate for approval by the stockholders to fill a directorship. With respect to an incumbent director whom the Committee is considering as a potential nominee for re-election, the Committee will review and consider the incumbent director's service to the Company during his or her term, including the number of meetings attended, level of participation, and overall contribution to the Company in addition to such person's biographical information and qualifications.

### **Exhibit B: Stockholder Director Nominees Process**

The Nominating and Corporate Governance Committee will consider written recommendations from stockholders for Company nominees to the Board. To be timely, a stockholder's notice must be received by the Secretary at the principal executive offices of the Company as follows: (a) in the case of an election of directors at an annual meeting of stockholders, not less than 60 days nor more than 90 days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is advanced by more than 20 days, or delayed by more than 60 days, from the first anniversary of the preceding year's annual meeting, a stockholder's notice must be so received not earlier than the ninetieth day prior to such annual meeting and not later than the close of business on the later of (i) the sixtieth day prior to such annual meeting and (ii) the tenth day following the day on which notice of the date of such annual meeting was mailed or public disclosure of the date of such annual meeting was made, whichever first occurs; or (b) in the case of an election of directors at a special meeting of stockholders, not earlier than the ninetieth day prior to such special meeting and not later than the close of business on the later of (i) the sixtieth day prior to such special meeting and (ii) the tenth day following the day on which notice of the date of such special meeting was mailed or public disclosure of the date of such special meeting was made, whichever first occurs.

The stockholder's notice to the Secretary shall set forth: (a) as to each proposed nominee (i) such person's name, age, business address and, if known, residence address, (ii) such person's principal occupation or employment, (iii) the class and number of shares of stock of the Company which are beneficially owned by such person, and (iv) any other information concerning such person that must be disclosed as to nominees in proxy solicitations pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended; (b) as to the stockholder giving the notice (i) such stockholder's name and address, as they appear on the Company's books, (ii) the class and number of shares of stock of the Company which are owned, beneficially and of record, by such stockholder, (iii) a description of all arrangements or understandings between such stockholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such stockholder and (iv) a representation that such stockholder intends to appear in person, by means of remote communications, if any, authorized by the Board in its sole discretion, or by proxy at the meeting to nominate the person(s) named in its notice; and (c) as to the beneficial owner, if any, on whose behalf the nomination is being made (i) such beneficial owner's name and address, (ii) the class and number of shares of stock of the Company which are beneficially owned by such beneficial owner, and (iii) a description of all arrangements or understandings between such beneficial owner and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made. In addition, to be effective, the stockholder's notice must be accompanied by the written consent of the proposed nominee to serve as a director if elected. The Company may require any proposed nominee to furnish such other information as may reasonably be required to determine the eligibility of such proposed nominee to serve as a director of the Company.