

**CHARTER FOR THE CORPORATE GOVERNANCE
AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS
OF
PFENEX INC.**

(As amended March 14, 2017)

PURPOSE

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of Pfenex Inc. (the “Company”) shall be to:

- assist the Board in identifying prospective director nominees and recommend to the Board the director nominees for each annual meeting of stockholders;
- recommend to the Board members for each Board committee;
- ensure that the Board is properly constituted to meet its fiduciary obligations to the Company and its stockholders;
- ensure that the Company follows appropriate governance standards and implements appropriate internal corporate governance policies;
- develop and recommend to the Board governance principles applicable to the Company; and
- oversee the evaluation of the Board and management.

MEMBERSHIP REQUIREMENTS

The Committee members will be appointed by, and will serve at the discretion of, the Board. Committee members may be replaced by the Board. The Committee shall consist of at least two (2) members of the Board. Members of the Committee must meet the independence requirements of the NYSE MKT (“NYSE MKT”) (subject to any transitional period from the criteria required by the NYSE MKT).

The Board may designate one member of the Committee as its chair.

AUTHORITY AND RESPONSIBILITIES

The Committee shall have the full delegated authority of the Board to carry out the following:

- The Committee shall evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.

- The Committee shall recommend for approval by the Board on an annual basis desired qualifications and characteristics for Board membership and conduct searches for potential Board members with corresponding attributes. The Committee shall then evaluate and propose nominees for election to the Board. The Committee shall consider stockholder nominees for election to the Board. In performing these tasks the Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates.
- The Committee shall evaluate the performance of and, if appropriate, recommend termination of particular directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- The Committee shall evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
- The Committee shall develop and recommend to the Board a set of corporate governance principles applicable to the Company.
- The Committee shall periodically review and oversee the Company's Insider Trading Policy and Code of Ethics and Conduct and shall have the authority to approve amendments thereto.
- The Committee shall oversee the Board performance evaluation process, including, if appropriate, conducting surveys of director observations, suggestions and preferences.
- The Committee shall evaluate and make recommendations to the Board regarding stockholder proposals submitted to the Company for inclusion in the Company's proxy statement.
- The Committee shall make regular reports to the Board.
- The Committee shall review and reassess the adequacy and scope of this Charter periodically and recommend any proposed changes to the Board for approval.
- The Committee shall annually review its own performance.
- The Committee shall have authority to obtain advice and assistance from internal or external legal or other advisors.
- The Committee shall perform such other functions as assigned by law, the Company's certificate of incorporation or bylaws or the Board.

OPERATIONS

The Committee will set its own schedule of meetings, with the option of holding additional meetings at such times as it deems necessary. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

The Committee may invite the Lead Director, if any, Chairman of the Board, if any, the Chief Executive Officer or others to attend all or a portion of its meetings. The Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management.

The Committee shall have the authority to engage search firms, legal counsel and other advisers, as it determines necessary to carry out its duties. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any advisers employed by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee shall not delegate to a subcommittee any power or authority required by agreement, law, regulation or listing standard to be exercised by the Committee as a whole.