

ANIKA THERAPEUTICS, INC.

Policy and Procedures for Stockholder Nominations to the Board of Directors

The Board of Directors (the “Board”) of Anika Therapeutics, Inc. (“Anika”) has approved this Policy and Procedures for Stockholder Nominations to the Board of Directors (this “Policy”) to set forth the process for consideration of director candidates recommended by stockholders for nomination by the Board.

1. The Governance and Nominating Committee will consider director candidates recommended by stockholders for open positions on the Board.
2. Recommendations should be submitted to the Secretary of Anika in writing, along with a statement signed by the candidate acknowledging that:
 - a. the candidate, if elected, will serve as a director of Anika and will represent all stockholders of Anika in accordance with applicable laws and Anika’s charter and Bylaws; and
 - b. the candidate, if elected, will comply with Anika’s Code of Business Conduct and Ethics and any other applicable rule, regulation, policy or standard of conduct applicable to the Board and its individual members.

In addition, each candidate must submit a fully completed and signed Questionnaire for Directors and Officers on Anika’s standard form and provide any additional information requested by Anika, including any information that would be required to be included in a proxy statement in which the candidate is named as a nominee for election as a director and information showing that the candidate meets the Board’s qualifications for nomination as a director and for service on the committees of the Board. Also, a candidate must be available for interviews with members of the Board, if required by Anika’s process for identifying and evaluating nominees for director.

3. In addition to the information to be provided by the candidate, at the time of submitting the recommendation, the stockholder making the recommendation should submit the following information in writing:
 - a. the name and address of the stockholder as they appear in Anika’s books and the class and number of shares of each class and series of Anika’s capital stock held beneficially and of record by the stockholder; and
 - b. a description of all arrangements or understandings among the stockholder and the candidate and any other persons (naming them) pursuant to which the recommendation is being made by the stockholder.
4. A stockholder who wishes to recommend a candidate for election as a director at the next annual meeting of stockholders must submit the information described in items 2 and 3 above for receipt by the Secretary of Anika sufficiently in advance of the Board’s approval of nominations for the annual meeting to permit the Governance and Nominating Committee and the Board to complete its evaluation of the candidate, which will generally be no later than 120 days prior to the first anniversary of Anika’s previous annual meeting of stockholders.
5. Candidates who are recommended by a stockholder at a time when there are no open positions on the Board and are considered qualified candidates by the Governance and Nominating Committee may be placed on the rolling list of candidates for open Board positions maintained by that Committee, generally for a period of up to 24 months from the date that the recommendation was received by the Secretary of the Corporation.
6. Candidates recommended by stockholders will be evaluated by the Governance and Nominating Committee on the same basis as candidates identified by other means, including consideration of the qualifications for nomination to the Board most recently approved by the Board.

7. Any director nomination submitted by a stockholder for presentation by the stockholder at an annual or special meeting of stockholders must be made in accordance with the advance notice requirements contained in Anika's Bylaws.

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Last updated: December 12, 2022