

**SOLIGENIX, INC.**  
**AMENDED AND RESTATED NOMINATING AND CORPORATE GOVERNANCE**  
**COMMITTEE CHARTER**  
**ADOPTED BY THE BOARD OF DIRECTORS**  
**ON DECEMBER 1, 2011**

**I. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Soligenix, Inc. (the "Company") is to assist the Board in discharging the Board's responsibilities regarding:

- the identification of qualified candidates to become Board members;
- the selection of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
- the selection of candidates to fill any vacancies on the Board;
- the selection of the Chairperson of the Board, the staffing of Board Committees and the selection of the Chairpersons of such committees;
- the recruitment of executive officers in terms of job description, recruitment process and compensation package in cooperation with the Chairperson of the Compensation Committee; and
- the analysis and recommendation to the Board of issues and proposals regarding corporate governance matters applicable to the Company.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's Bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

**II. COMPOSITION AND QUALIFICATIONS**

The Committee shall be comprised of three or more members of the Board, each of whom is determined by the Board to be independent in accordance with the rules of The NASDAQ Stock Market LLC ("Nasdaq").

To the extent the Committee consists of at least three members, one director who is not independent under the rules of Nasdaq may be appointed to the Committee, subject to the following:

- the director is not a current officer or employee, or a spouse, parent, child or sibling, whether by blood, marriage or adoption, or residing in the home of, a current officer or employee, of the Company;
- the Board, under exceptional and limited circumstances, determines that such individual's membership on the Committee is required by the best interests of the Company and its stockholders;
- the Company discloses either on or through the Company's website or in the proxy statement for the next annual meeting of stockholders subsequent to such determination (or in its Form 10-K if the Company does not file a proxy statement), the nature of the relationship and the reason for that determination; and
- such person does not serve under this exception on the Committee for more than two years.

### **III. MEETINGS AND PROCUEDURES**

The Chairperson (or in his or her absence, a member designated by the Chairperson or remaining members of the Committee) shall preside at each meeting of the Committee and set, in consultation with the other members of the Committee, the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are consistent with the provisions of the Company's Bylaws.

The Committee shall meet at least once per year and more frequently as the Committee deems necessary or desirable.

The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any director that is not a member of the Committee.

The Committee shall cause to be kept adequate minutes of its proceedings and the Chair shall report on the Committees' actions and activities at the next quarterly meeting of the Board.

### **IV. APPOINTMENT AND REMOVAL**

The members of the Committee and the Chairperson thereof shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

## **V. DUTIES AND RESPONSIBILITIES**

The duties of the Committee are as follows:

1. Make recommendations regarding the size and composition of the Board.
2. Establish and recommend to the Board criteria for the selection of new directors to serve on the Board.
3. Before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors.
4. Monitoring the independence (in accordance with Nasdaq rules) of Board members and the overall Board composition.
5. Annually identify individuals qualified to become Board members, which duties shall include a review of any candidates recommended or submitted by stockholders, consistent with criteria approved by the Board.
6. Make recommendations to the Board regarding all nominees for Board membership, whether for the slate of director nominees to be proposed by the Board to the stockholders or any director nominees to be elected by the Board to fill interim director vacancies.
7. Annually determine the appropriate committee structure of the Board and recommend Board committee assignments and any changes to such assignments (including rotation of Chairpersons as it deems desirable from time to time).
8. Oversee the evaluation of the Board members.
9. Make periodic recommendations for improving the Board's effectiveness and discuss annually with the full Board its effectiveness.
10. Report regularly to the Board.
11. Perform a review and evaluation, at least annually, of the performance of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of the Company's stockholders.
12. Monitor, evaluate and make recommendations to the Board regarding (i) appropriate revisions to the Company's corporate governance framework, including its Certificate of Incorporation and Bylaws (ii) possible conflicts of interest of Board members and of Company officers, (iv) the Company's philosophy with respect to potential unsolicited takeover proposals, and (v) stockholder proposals or stockholder nominations for director that have been submitted to the Company.

13. Regularly review and make recommendations about changes to the charters of other Committees after consultation with the respective Committee Chairperson – and report results to the Board for approval.
14. Develop and recommend to the Board corporate governance principles, including all subjects required to be addressed by rules of the Securities and Exchange Commission and Nasdaq, and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.

## **VI. ADVISORS AND DELEGATION OF AUTHORITY**

The Committee shall have the exclusive authority, at the expense of the Company, to retain any search firms to be used to identify director candidates (including authority to approve fees and other terms of engagement), and such outside counsel and other advisors as it seems appropriate in its sole discretion. The Committee can terminate any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate. Any communications between the Committee and outside counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to one or more designated members of the Committee, the CEO or an officer of the Company.