

Nominating and Corporate Governance Committee Charter

STATUS

The Nominating and Corporate Governance Committee (“Committee”) is a committee of the Board of Directors (the “Board”) of PolyMedix, Inc. (the “Company”). This charter governs the operations of the Committee. The Committee shall review and reassess its charter at least annually and recommend any proposed changes to the Board. Any changes shall become effective upon approval of the Board.

The Committee shall meet at least two times each year and at such other times as it deems necessary to fulfill its responsibilities. A majority of the total number of members of the Committee shall constitute a quorum for the transaction of business. The approval of an act by a majority of the members present at a meeting at which a quorum is present shall constitute the approval of an act by the Committee. The Committee may also act by unanimous written consent without a meeting.

MEMBERSHIP

The Committee shall consist of at least three directors, each of whom shall be “independent” as defined in the NASDAQ listing standards in accordance with the regulations of the Securities and Exchange Commission. Should any member of the Committee cease to satisfy the independence requirement set forth in this paragraph, or should any member cease to be a member of the Board, such member shall immediately resign his or her membership on the Committee without any request, notice or other action by the Board or any other person or party.

The members of the Committee shall be designated by the Board and shall serve until their successors have been qualified and elected, or until their earlier resignation or removal from the Committee or the Board. Unless a Chair is designated by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. The Board may remove a member of the Committee at any time with or without cause.

PURPOSE

The purpose of the Committee is to develop and recommend to the Board corporate governance principles and monitor compliance with all such principles and to consider and make recommendations to the Board concerning the appropriate size, functions and needs of the Board and its committees.

DUTIES AND RESPONSIBILITIES

The primary duties and responsibilities of the Committee include:

- Monitor and adopt procedures to ensure the continued independence of the Board.
- Adopt and periodically review corporate governance guidelines and principles, recommend any changes to the Board and its committees, and monitor compliance with such guidelines and principles.
- Review and monitor the composition, purpose, functions and structure of each Board committee.
- Evaluate and recommend director nominees for election or re-election by stockholders at the annual meeting.
- Evaluate and recommend director nominees for appointment to the Board and its committees, as appropriate.
- Evaluate the appropriate size of the board and recommend any increase or decrease.
- Develop and recommend to the Board the criteria for Board membership.
- Oversee the Board's annual self-evaluation process and recommend any changes to the process as necessary.
- Implement a policy and procedures with regard to the consideration of any director candidates recommended by stockholders and consider stockholder nominees for election to the Board submitted in accordance with such procedures, the procedures in the Company's bylaws or as otherwise set forth pursuant to applicable law.
- Lead the search for qualified individuals to serve on the Board and its committees.
- Consider matters relating to the resignation of Board members.
- Assist the Board in implementing a policy providing for a process for stockholders to communicate with the Board.
- Develop and monitor succession plans for the members of the Board, the members of the Committees of the Board, and the Chair of the Committees of the Board.

The specificity of the above duties and responsibilities is set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate, given the circumstances, provided that the Committee fulfills its duties and responsibilities under

applicable laws, regulations and listing standards, and such other duties and responsibilities as may be specifically designated in the charter, bylaws and by the Board.

REPORT

The Committee shall report to the Board at the first Board meeting following each such Committee meeting, provided, that the Committee shall report at least quarterly to the Board with respect to its activities and make recommendations to the Board whenever appropriate. The Committee shall maintain minutes or other records of Committee meetings and activities.

AUTHORITY

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee shall have the authority to engage such outside advisers, including outside auditors, attorneys and consultants, as it deems necessary or appropriate to carry out its duties. In addition, the Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

The Committee may form and delegate authority to a subcommittee consisting of one or more members to perform specified functions of the Committee.