

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER
OF
APREA THERAPEUTICS, INC.
(the “Company”)**

**As adopted by the Board of Directors on September 19, 2019
Effective September 19, 2019**

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to (i) identify, evaluate and recommend individuals qualified to become members of the Board, consistent with criteria approved by the Board, (ii) select, or recommend that the Board select, the director nominees to stand for election at each annual meeting of stockholders of the Company or to fill vacancies on the Board, (iii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and (iv) oversee the annual performance evaluation of the Board and its committees and management. The Committee shall also recommend directors eligible to serve on all committees of the Board.

Composition of the Committee

The Committee shall be comprised of three or more directors, each of whom meets the independence requirements of the NASDAQ Stock Market (“Nasdaq”). Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. Notwithstanding the foregoing, one non-independent director may be permitted to serve on the Committee in accordance with the applicable rules and standards of Nasdaq.

Committee members (i) shall be appointed by the Board on the recommendation of the Committee, (ii) shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and (iii) may be removed by the Board in its discretion.

Meetings

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. The Board shall designate one member of the Committee to serve as its chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

Each member of the Committee shall have one vote. One-third of the Committee members, but not less than two, shall constitute a quorum. The Committee shall be authorized to

take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

Delegation

The Committee may form and delegate authority to subcommittees consisting of one or more members when it deems appropriate.

External Advisors

The Committee shall have the sole authority to retain and terminate search firms and other consultants to assist in the identification and evaluation of director candidates, including the sole authority to approve the search firms' or consultants' fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company or, at the Company's expense but at funding levels determined by the Committee, any outside legal counsel, expert or other advisor to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have full, unrestricted access to Company records.

Duties and Responsibilities

In furtherance of its purpose, the Committee shall:

1. Make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.
2. Identify, recruit, screen and interview individuals that the Committee believes are qualified to become Board members, and select, or recommend that the Board select, the director nominees to stand for election at each annual meeting of stockholders of the Company in which directors will be elected.
3. Consider potential director candidates recommended by the Company's management and stockholders in the same manner as nominees identified by the Committee.
4. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members, and recommend such individual(s) for appointment to the Board.
5. Identify Board members qualified to fill any vacancy on a standing committee of the Board, and recommend directors for appointment to any such committee.

6. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and monitor compliance with such guidelines.
7. Monitor compliance with the code of business conduct and ethics of the Company, including review of conflicts of interest.
8. Determine stock ownership guidelines for the Company's directors and monitor compliance with such guidelines.
9. Make recommendations in connection with directors' and officers' indemnification and insurance matters.
10. Establish procedures to exercise oversight of, and oversee the performance evaluation process of, the Board and management.
11. Lead the Board through an annual self-evaluation process to determine whether it and its committees are functioning effectively and report the results of the self-evaluation process to the Board.
12. Develop and oversee an orientation program for new directors and a continuing education program for all directors.
13. Report regularly to the Board on the activities of the Committee.
14. Conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter.
15. Review the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
16. Perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of Nasdaq, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board.

Nominating Criteria

The Committee shall recommend to the Board for approval the criteria and policies for consideration and selection of directors to the Board and the Board committees. In evaluating candidates for nomination to the Board or service on a committee, the Committee shall take into account Nasdaq listing rules and any other applicable law, regulation or rule.