

## **OptiNose, Inc.**

### **Nominating and Corporate Governance Committee Charter**

#### **Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) shall report to and assist the Board of Directors (the “Board”) of OptiNose, Inc. (the “Company”). The purpose of the Committee is to identify qualified individuals for membership on the Board; recommend to the Board the director nominees to fill vacancies on the board and to stand for election at the next annual meeting of stockholders; develop and recommend to the Board a set of corporate governance guidelines for the Board; and provide oversight of the corporate governance affairs of the Board; as well as such other matters as directed by the Board or this Charter.

#### **Membership of the Committee**

The Committee shall be comprised of three or more non-executive members of the Board, each of whom shall be “independent” under the rules, regulations and standards of the NASDAQ Capital Stock Market LLC (“NASDAQ”); provided, however, that the Company may avail itself of the exemption provided to “controlled companies,” for such time as the Company qualifies as a “controlled company,” as well as any other phase-in periods and other exemptions permitted under applicable rules, regulations and standards once the Company ceases to be a “controlled company.” Members shall be appointed and may be removed from the Committee, with or without cause, by the Board. The Board shall appoint one of the members of the Committee as Chairperson. The Chairperson shall, in consultation with the Committee members, determine the schedule and frequency of meetings of the Committee, chair all meetings of the Committee and perform such other activities as from time to time are requested by the other Committee members or as circumstances dictate. The Committee may form and delegate authority to subcommittees when appropriate. Subject to applicable law and NASDAQ rules, the Chairperson may represent the entire Committee, as a subcommittee, with respect to functions of the Committee undertaken between meetings. Any actions of a subcommittee shall be presented to the full Committee at its next scheduled meeting.

#### **Meetings of the Committee**

The Committee shall meet at least once each year. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee may, in its discretion, invite to any meeting other directors of the Company, members of the Company’s management or any other person, including, without limitation, outside counsel or consultants, whose presence the Committee believes to be desirable and appropriate.

## **Committee Authority and Responsibilities**

The Committee shall have the following authority and responsibilities:

### *Board and Committee Composition and Nominating Activities*

1. Develop and submit to the Board for its adoption a list of selection criteria, consistent with the Company's corporate governance guidelines or governance policies, to be used by the Committee for the selection of new directors to serve on the Board.
2. Identify, review and evaluate candidates, including candidates submitted by stockholders, for election to the Board and recommend to the Board (i) nominees to fill vacancies or new positions on the Board and (ii) the slate of nominees to stand for election by the Company's stockholders at each annual meeting of stockholders.
3. Annually recommend to the Board (i) the assignment of directors to serve on each Board committee; (ii) the chairperson of each committee and (iii) the chairperson of the Board or lead independent director, as appropriate; and recommend additional committee members to fill vacancies or as otherwise needed.
4. Consider the Board's leadership structure, including the separation of the Chairman and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Corporate Governance and Nominating Committee deems appropriate.
5. Annually review and recommend to the Board director independence determinations made with respect to continuing and prospective directors and, as needed, consider questions of independence and possible conflicts of interest of members of the Board and executive officers.

### *Corporate Governance*

1. Develop, recommend, oversee the implementation of and monitor compliance with, the Company's corporate governance guidelines; periodically review and recommend any necessary or appropriate changes to the Company's corporate governance guidelines.
2. Annually review the Company's Code of Business Conduct and Ethics and recommend any changes to the Board and consider, discuss and, as appropriate, recommend that the Board grant requested waivers from the Company's Code of Business Conduct and Ethics by the Company's directors and executive officers.
3. Review actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee.
4. Periodically review the adequacy of the certificate of incorporation and bylaws of the Company and recommend to the Board any necessary or appropriate amendments for approval and, as required, submission for consideration by the stockholders.

5. Conduct a periodic review of the Company's succession planning process for the chief executive officer and any other members of the Company's executive management team, report its findings and recommendations to the Board.
6. Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.
7. Evaluate the participation of members of the Board in orientation and continuing education activities in accordance with applicable listing standards.
8. Review important issues and developments in corporate governance, and develop appropriate recommendations for the Board.

#### *Committee Performance*

1. Conduct an annual evaluation of its performance in fulfilling its duties and responsibilities under this Charter.
2. At least annually, review and assess the adequacy of this Charter and recommend any proposed modifications to the Board.

#### **Advisors**

The Committee has sole authority to select, retain and terminate any consultants, independent legal counsel or other advisors, including the sole authority to approve their fees and other retention terms. The fees, expenses or compensation owed to any person retained by the Committee and any ordinary administrative expenses of the Committee incurred in carrying out its duties and responsibilities shall be borne by the Company.

ADOPTED: October 12, 2017