

CELCUITY INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted September 18, 2017

The Board of Directors (“Board”) of Celcuity Inc., a Delaware corporation (“Company”), has adopted this charter to govern the operation of the Nominating and Corporate Governance Committee (“Committee”).

I. PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process, developing and maintaining the Company’s corporate governance policies and any related matters required by the federal securities laws.

II. COMMITTEE ORGANIZATION

A. Composition, Appointment, and Removal

The Committee will be comprised of two or more directors as appointed by the Board. The Board will designate a member of the Committee as Chairperson. Committee members may be removed or replaced by the Board with or without cause.

B. Requirement of Independence

Each member must be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Each member of the Committee must satisfy the applicable standards for independence set forth in the rules and regulations of the NASDAQ Stock Market and the Securities Exchange Act of 1934, as amended.

III. RESPONSIBILITIES

The Committee has the following responsibilities:

A. Governance

- Oversee the Company’s corporate governance practices, including reviewing and recommending to the Board for approval any changes to the other documents and policies in the Company’s corporate governance framework, including its certificate of incorporation and bylaws.
- Review and make recommendations to the Board regarding stockholder proposals that relate to corporate governance.

B. Director Criteria

Determine the qualifications, qualities, skills and other expertise required to be a director and develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director.

C. Nomination

- Identify and screen individuals qualified to become members of the Board, consistent with the director criteria identified by the Committee, including director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement and the Company's governing documents.
- Make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.

D. Director Independence

- Review the independence of Board members and, in combination with making a recommendation to the Board, making an affirmative determination that each independent director has no relationship with the Company that would impair such director's independence.
- Review and discuss with management the disclosure regarding the operations of the Committee and director independence, and recommend that such disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

E. Performance Review and Evaluation

- At least annually, evaluate the performance of the Board's committees and committee members (including this Committee and its members), address performance issues as needed, and make appropriate recommendations to the Board with respect to such matters.
- Annually review and assess the adequacy of this charter and obtain the approval of the Board for any proposed changes to the charter.

IV. AUTHORITY

In its sole discretion, as and when it deems necessary or appropriate to the functions of the Committee, the Committee will have the authority to:

- At the sole expense of the Company, (i) select, retain, and obtain the advice of counsel (which may but need not be the regular corporate counsel to the Company), and (ii) employ one or more recruiting firms to assist in the identification and recruitment of director candidates and other advisors.

- As the Committee deems appropriate, request and receive from the Chief Executive Officer, the Chief Financial Officer and other members of the Company's management advice, and information, orally or in writing, concerning the Company's business operations and financial condition relevant to the functions of the Committee.

V. MEETINGS AND MINUTES

The Committee will establish its own schedule of meetings and will maintain written minutes of its meetings. The Committee may meet in person or by means of a telephone conference call, and may also act by means of unanimous written consent. Committee minutes must be promptly made available to the members of the Board and filed with the minutes of the meetings of the Board.

A majority of members will constitute a quorum and will be able to conduct the business of the Committee. As it may deems necessary, permissible, or desirable, the Committee may request that members of management or others, including the Company's advisors, be present at meetings of the Committee.

VI. MANAGEMENT COOPERATION

Management of the Company must cooperate with the Committee and render to the Committee such assistance as the Committee requests for the purpose of carrying out its functions.

VII. DELEGATION OF AUTHORITY

To the extent permissible under applicable laws and regulations, the Committee may delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more members of the Committee or a subcommittee as the Committee may deem appropriate.

61404365.3