

OCUGEN, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

A. Purpose

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of Ocugen, Inc. (the “Company”) is to recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board, recommend to the Board the directors to be appointed to each committee of the Board, develop and recommend to the Board corporate governance guidelines for the Company and oversee the evaluation of the Board.

B. Structure and Membership

1. Number. The Nominating and Corporate Governance Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by the applicable Nasdaq rules, each member of the Nominating and Corporate Governance Committee shall be an “independent director” as defined by Nasdaq Rule 5605(a)(2). The Board, in consultation with the Nominating and Corporate Governance Committee, shall annually make the determination on the independence of each member. Should any member cease to satisfy the independence requirements, such member shall immediately resign his or her membership on the Nominating and Corporate Governance Committee without request, notice or other action by the Board.
3. Chair. Unless the Board elects a Chair of the Nominating and Corporate Governance Committee, the Nominating and Corporate Governance Committee shall elect a Chair by majority vote. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Nominating and Corporate Governance Committee and set the agenda for each Nominating and Corporate Governance Committee meeting.
4. Compensation. The compensation of Nominating and Corporate Governance Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Nominating and Corporate Governance Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Nominating and Corporate Governance Committee from such Committee, with or without cause. Any vacancy occurring in the Nominating and Corporate Governance Committee shall be filled by the Board.

C. Authority and Responsibilities

General

The Nominating and Corporate Governance Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management and others, in accordance with its business judgment.

Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Nominating and Corporate Governance Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (ii) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
2. Evaluation of Director Nominees. The Nominating and Corporate Governance Committee shall conduct, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board and such candidate's compliance with independence and other qualification requirements established by the Nominating and Corporate Governance Committee.
3. Criteria for Selecting Directors. The criteria to be used by the Nominating and Corporate Governance Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
4. Search Firms. The Nominating and Corporate Governance Committee shall have authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
5. Director Orientation and Continuing Education. The Nominating and Corporate Governance Committee shall review director orientation and continuing education programs for the Board.

6. Selection of Committee Members. The Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the directors to be appointed to or to fill vacancies in each committee of the Board and reviewing and recommending to the Board director independence determinations for the Board and each of its committees.
7. Director Removal. Consider and recommend, where appropriate, the removal of a director from a committee or from the Board with or without cause, in accordance with the provisions of the Company's Certificate of Incorporation and Bylaws.
8. Oversight of Board Committees. Periodically review the composition of each Board Committee and make recommendations to the Board for changes in or rotation of committee members, the creation of additional Board committees or the dissolution of Board committees.

Corporate Governance

1. Corporate Governance Guidelines. The Nominating and Corporate Governance Committee shall develop and recommend to the Board corporate governance guidelines (the "Corporate Governance Guidelines") applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
2. Organizational Document Review. The Nominating and Corporate Governance Committee shall review the adequacy of the Company's Certificate of Incorporation and Bylaws and recommend to the Board, as conditions dictate, amendments for consideration by the stockholders.
3. Board Leadership Structure. As more fully provided for in the Company's Corporate Governance Guidelines, the Nominating and Corporate Governance Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company.
4. Corporate Governance Developments and Issues. The Nominating and Corporate Governance Committee shall review important issues and developments in corporate governance, and develop appropriate recommendations for the Board.

Evaluation of the Board; Succession Planning

1. Evaluation of the Board. The Nominating and Corporate Governance Committee shall be responsible for overseeing annual self-evaluations of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.

2. Succession of Senior Executives. The Nominating and Corporate Governance Committee shall oversee an annual review by the Board on succession planning for senior executives, which shall include transitional leadership in the event of an unplanned vacancy.
3. Executive Development and Retention. The Nominating and Corporate Governance Committee shall review plans for the development, retention and succession of executive officers of the Company.
4. Additional Duties. The Nominating and Corporate Governance Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Nominating and Corporate Governance Committee shall meet as often as it deems necessary in order to perform its responsibilities, but in no event, less than annually. The Nominating and Corporate Governance Committee may also act by unanimous written consent in lieu of a meeting. The Nominating and Corporate Governance Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meeting of the Board.
2. Meeting Rules and Procedures. The Nominating and Corporate Governance Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of the Company's Certificate of Incorporation and Bylaws.
3. Subcommittees. The Nominating and Corporate Governance Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
4. Reports to Board. The Nominating and Corporate Governance Committee shall report regularly to the Board. A summary of all formal action taken by the Nominating and Corporate Governance Committee (or any subcommittee thereof) shall be reported at the next meeting of the Board following such action.
5. Charter. At least annually, the Nominating and Corporate Governance Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
6. Independent Advisors. The Nominating and Corporate Governance Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

Any communications between the Nominating and Corporate Governance Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Nominating and Corporate Governance Committee will take all necessary steps to preserve the privileged nature of those communications.

7. Investigations. The Nominating and Corporate Governance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee. The Committee may exclude from its meetings any person it deems appropriate.
8. Periodic Self-Evaluation. At least annually, the Nominating and Corporate Governance Committee shall evaluate its own performance and report its conclusions to the Board.

Revised and Adopted: December 9, 2021