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CHARTER OF THE NOMINATION AND GOVERNANCE COMMITTEE

As adopted by the Board of Directors, effective July 6, 2020

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INTRODUCTION

The Committee (“The Committee”) is comprised solely of independent Directors, to serve at the pleasure of the Board.

The Chairperson of the Committee or, if not present, the senior independent Director present, shall preside at all meetings of the Committee. Committee membership shall be limited to the independent Directors of the Company. Members must have an understanding of and interest in corporate governance and corporate board issues, derived from membership on boards of public companies or relevant training or education.

Members shall be appointed to the Committee by a vote of a majority of the Board. Members shall serve on the Committee for such period as the Board may determine, and may be removed from the Committee at any time upon the vote of a majority of the Board. The Chairperson shall be appointed by a vote of the majority of the Board.

The Committee shall consist of two or more independent Directors as determined by the Board, or such greater number if so required by applicable law, rule or regulation, each of whom shall be an

“independent Director,” as such term is defined by The NASDAQ Market Listing Rule 5605(a)(2), and 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.

PURPOSES, GOALS AND RESPONSIBILITIES

PURPOSES

Consider and make recommendations to the Board on all matters pertaining to the effectiveness of the Board, such as:

- a. size and composition of the Board; including the recognition of Equal Opportunity (which is the policy of treating Directors and others without discrimination, especially on the basis of their sex, ethnicity, religion, disability, national origin, sexual orientation or identification, veteran status, race, or age);
- b. individuals qualified to become Directors;
- c. nominees to the Board for action at the next annual meeting of shareholders;
- d. the structure and composition of the committees of the Board;
- e. Board compensation;
- f. evaluation of the Directors, Committees and the Board;
- g. overseeing the staggered annual Board elections.

Advise the Board and management on Company policies and practices that pertain to the Company’s responsibilities as a global corporate citizen, its special obligations as a biotechnology company whose products and services affect health and quality of life around the world, and its commitment to the highest standards of ethics and integrity in all its dealings.

The Committee shall take a leadership role in shaping the corporate governance of the Company, including the development of a set of corporate governance guidelines.

GOALS AND RESPONSIBILITIES

1. Review the size and composition of the Board and make recommendations to the Board as appropriate. The Committee shall have authority, with management consultation, for the engagement and termination of any search firm to be used to identify Director candidates and to approve engagement fees and terms for such firms.
2. Review criteria for election to the Board and recommend candidates for Board membership.
3. Review policies concerning retirement from the Board and, as appropriate, make recommendations to the Board for changes in policy.
4. Review the structure and composition of Board committees and make recommendations concerning the membership and the chairmanship of each committee based on seniority, expertise and other relevant considerations.
5. Consider and make recommendations to the Board concerning such other matters relating to the practices, policies and performance of the Board as may be appropriate from time-to-time.

6. Regularly report to the Board on the Committee's activities and inform the Board promptly of any issues or concerns.
7. Review related person transactions and approve, disapprove or ratify such transactions in accordance with the Related Person Transaction Policy under the Policies of the Board and under the purview of the Audit Committee.
8. As necessary, review the Board's approach to determining Director independence and recommend changes as appropriate for consideration and approval by the full Board.
9. Review the D&O indemnity and Fiduciary Liability Insurance coverage for the Company's Officers and non-employee Directors.
10. Review public policy positions and strategy regarding political engagement, and corporate responsibility initiatives with significant financial reputational impact, as appropriate.
11. Monitor and evaluate the Company's corporate citizenship and corporate responsibility programs and activities, including the support of charitable, political and educational organizations and political candidates and causes.
12. Review and make recommendations to the Board on proposals that relate to corporate governance, public policy and/or corporate responsibility issues submitted by shareholders for inclusion in the Company's proxy materials.
13. Review and recommend, as appropriate, external and internal training and educational opportunities for Directors in areas of importance to the Company.
14. Develop a plan to periodically review and update this Charter as necessary.

MEETING FREQUENCY

The Committee shall meet no less frequently than twice each year. Meetings may be called by the Chairperson of the Committee or upon the vote of a majority of the Board.

DIRECTOR APPOINTMENT PROCESS

1. The Committee will search for prospective Board candidates(s) utilizing personal and corporate connections; if no suitable candidate is found, the committee in coordination with company management will use or hire a suitable outside third party, website (for example, LinkedIn) or search firm to identify qualified candidate(s). The Committee will use its best efforts to keep the recruiting cost to an affordable level.
2. The Committee will interview prospective candidate(s) ensuring that all prospects understand their duties, responsibilities, liabilities and insurance coverage as directors.
3. The Committee will select candidate(s) from their initial interviews for additional interviews by management and/or other directors as deemed appropriate by the Committee.
4. The final candidate(s) will provide two (2) personal references.
5. After a successful reference check the candidate(s) will provide their full legal name, home address, date of birth and social security numbers for the Company to process a background check. Note: The Company does not perform credit checks on the candidate(s). Additional note:

if the candidate is joining the Board and assuming the chairperson position of the Audit Committee their background check must be completed by the Company's audit firm.

6. After successfully passing the background check, the Board will vote on the Committee's nominee.
7. If the Board votes to accept the nominee to the Board, the new member will be notified and assigned a start date.
8. Upon acceptance, the new Board member will sign a Confidentiality Agreement.
9. The Committee will assign a Board member or management representative (if necessary) to begin updating the new Board member as to the company history, the current Company projects and any challenges facing the Company that require Board involvement.

NEW DIRECTOR RECRUITING/HIRING PROCESS

PREAMBLE

Having an organized Board recruitment process in place not only makes it possible to fill vacancies in an effective and speedy manner, but it creates a foundation for building a skillful and diverse board. It allows POAI to cultivate potential candidates and to prepare them to join the Board when necessary.

BOARD SEAT FILLING PROCESS

A 6-Step Process should be followed when sourcing a new Board member. However, if situations occur which require a reduced lead time, the Governance and Nominating Committee may decide to shorten the process and recommend a new director on an expedited basis.

THE SIX STEP PROCESS

1. Board Profile

- Define the needs of the Board (write it down)
- Specific skills, education, experience, and qualities which complement each other to make a well-rounded and highly effective Board
- Demographic diversity in compliance with Equal Opportunity standards
- Diversity in life experiences and perspectives relevant to effective company governance.

2. Have an Active Governance and Nominating Committee

- Search for Board members should be ongoing
- The Governance and Nominating Committee's task is to find the best candidates to fill the needs of the Board composition, convince them of the benefits of Board service, present the candidates to the full Board and, after the final nomination, make sure the new member is well equipped/trained to do the best possible job.
- Willingness to join the Board is not enough; explicit commitment to serve in a trustworthy and ethical manner, with the best interests of the Company and its shareholders in mind, is a must. Possible conflicts of interest should be disclosed and addressed.

3. The Company CEO Should Have Role in Board Recruiting Process

- Due to his/her intimate knowledge of the organization, the CEO can provide valuable assistance to the Governance and Nominating Committee in the selection and (later) on-boarding processes

4. Plan Your Work, Work Your Plan (the Cultivation Process)

- Need to decide who will make initial contact with the candidate
- Most often, this should be the Governance and Nominating Committee. If a Board member knows the prospect, he/she should be the contact.
- Interviews follow
- Have at least three Board members interview the candidate
- If there is mutual interest, the chair of the Governance and Nominating committee should orchestrate further contact/tours of the company, etc.

5. Extending Invitation to Join the Board

- If the prospect is successful with his/her interviews and clearly indicates a willingness to being considered as an official candidate, the Governance and Nominating Committee will present him/her to the full Board.
- After the Board has approved membership, the Chairman of the Board will make an official invitation to the newly-chosen member

6. Orientation

- All newly-elected Board members must receive a thorough orientation that includes a review of the Company Bylaws and procedures. As a publicly traded company, the new Board member will be advised or reminded of key SEC rules particularly in regard to insider-trading and protection of intellectual property and trade secrets to protect the interests of the member, the Board, the Company and its shareholders.
- The Governance and Nominating Committee and CEO will organize and execute the orientation effort.

Adapted from “Board Recruitment Process,” <https://boardsource.org/resources/board-recruitment-process/>

NEW BOARD MEMBERS SELECTION AND APPOINTMENT PROCESS

The Committee will search for prospective Board candidates(s) utilizing personal and corporate connections; if no suitable candidate is found, the committee in coordination with company management will use or hire a suitable outside third party, website (for example, LinkedIn) or hire a search firm to identify qualified candidate(s). The Committee will use its best efforts to keep the recruiting cost to an affordable level.

The Committee will interview prospective candidate(s) ensuring that all prospects understand their duties, responsibilities, liabilities and insurance coverage as directors. The Committee will also apprise the candidate(s) of the stock and stock option compensation program for Board members.

The Committee will select candidate(s) from their initial interviews for additional interviews by management and/or other directors as deemed appropriate by the Committee.

The final candidate(s) will provide two (2) personal references.

After a successful reference check the candidate(s) will provide their full legal name, home address, date of birth and social security numbers for the Company to process a background check. Note: The Company does not perform credit checks on the candidate(s). Additional note: if the candidate is joining the Board and assuming the chairperson position of the Audit Committee their background check must be completed by the Company's audit firm.

After successfully passing the background check, the Board will vote on the Committee's nominee.

If the Board votes to accept the nominee to the Board, the new member will be notified and assigned a start date.

Upon acceptance, the new Board member will sign a Confidentiality Agreement, complete a FINRA Questionnaire and complete paperwork for SEC filing codes.

The Committee will assign a Board member or management representative (if necessary) to begin updating the new Board member as to the company history, the current Company projects and any challenges facing the Company that require Board involvement.