

KADMON HOLDINGS, INC.

BOARD OF DIRECTORS NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Effective as of May 7, 2019

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Kadmon Holdings, Inc. (the “Company”) is a standing committee whose purpose is to exercise general oversight with respect to the governance of the Board and assist in shaping the corporate governance of the Company. The primary responsibilities of the Committee are:

1. recommending the slate of board member nominees for election to the Board, at the discretion of the Board, at a meeting of the Company’s members;
2. identifying and recommending candidates to fill vacancies occurring between periodic member meetings;
3. taking a leadership role in developing and maintaining the Company’s corporate governance policies and practices; and
4. overseeing management’s development and succession planning; and
5. overseeing the Company’s Regulatory, Ethics and Compliance Program.

This charter defines the role, authority and responsibility of the Committee.

Committee Membership

The Committee shall be comprised of at least three (3) members. Each member of the Committee shall be appointed by the Board and may be removed by the Board in its discretion with or without cause. Each member of the Committee shall serve for such term or terms as the Board may determine or until his or her earlier resignation, removal or death. The Board shall designate one member of the Committee as its chairperson (the “Chairperson”). All members of the Committee shall comply with the independence requirements for nominating and corporate governance committee membership under the New York Stock Exchange (“NYSE”) Listed Company Manual Section 303A.04 and all legal requirements.

Committee Structure and Operations

The Committee shall meet as often as the Committee or the Chairperson deems necessary to perform the Committee's responsibilities, but in any event no less than once per calendar year. The Committee may meet by telephone or video conference and may take action by written consent. All meetings of the Committee shall be governed by the same rules regarding notice, quorum and voting requirements as are applicable to the full Board. Written minutes shall be kept for all meetings of the Committee and shall be duly filed in the Company records. At the request of a Committee member, any of the Company's Chief Executive Officer, General Counsel or any other member of the senior management team may be invited to participate in all or part of any meeting of the Committee. The Committee may delegate authority to one or more members when appropriate, provided that decisions made pursuant to such delegated authority shall be presented to the full Committee at its next scheduled meeting.

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain a search firm to be used to identify director candidates and to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall have sole authority to retain and terminate any such firm, including sole authority to approve the firm's fees and other retention terms.

The Committee shall also have authority to the extent it deems necessary or appropriate, to retain legal counsel or other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm, legal counsel or other advisors retained by the Committee.

The search firm, legal counsel and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

Committee Authority and Responsibilities

The Committee's duties and responsibilities shall include the following:

Board Nominees

1. Identify and screen individuals qualified to become members of the Board, consistent with criteria approved by the Board and otherwise as set forth herein, including but not limited to:
 - a. independence and no conflict of interest that would interfere with performance as a director;
 - b. character and integrity;
 - c. financial literacy, and whether the individual would qualify as an "audit committee financial expert";
 - d. level of education and business experience;
 - e. sufficient time to devote to Board matters; and

- f. a commitment to represent the long-term interests of the Company's equity holders.
2. Select, or recommend that the Board select, candidates for election to the Board, in the Board's discretion at meetings of its members.
3. Select, or recommend to the Board, candidates to be appointed by the Board to fill vacancies on the Board as necessary.
4. Review candidates recommended by equity holders.
5. Review and make recommendations to the Board concerning removal of members.

Board Committees

6. Annually review the composition of each Board committee and present recommendations for committee memberships to the Board, as appropriate.
7. Annually review the Board's committee structure, and recommend to the Board changes after consultation with the respective committee chairs.

Management Development and Succession Planning

8. Be available to consult with the Board and management regarding the succession planning of the Chief Executive Officer and other senior executive officers.

Board Composition, Operations and Compensation

9. Make recommendations to the Board concerning the size, structure, composition and functioning of the Board.
10. Be available to consult with the Chairman of the Board regarding the Board, its committees and management.
11. Be available to consult with management and the Board with respect to the compensation and benefits of directors (for service on the full Board and Board committees).
12. Consider questions of possible conflicts of interest of Board members and of senior executives.
13. Develop and recommend to the Board for approval director independence standards.

14. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.

Corporate Governance Functions

15. Develop and recommend to the Board a set of corporate governance and compliance guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board.
16. Oversee the Company's corporate governance and compliance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.

Regulatory, Ethics and Compliance Program

17. Review and evaluate the Company's regulatory, ethics and/or compliance Programs, including, but not limited to, evaluating their effectiveness and receiving updates from the Chief Compliance Officer and Internal Compliance Committee.
18. Review and evaluate internal reports and external data, based on programs and criteria to be developed and implemented by the Board, the Committee and the Chief Compliance Officer, to assess whether there are any significant concerns regarding the Company's ethics, regulatory and/or compliance practices and report to the Board thereon, including (but not limited to):
 - a. key ethics, regulatory and/or compliance issues;
 - b. high risk activity, as well as any pharmaceutical products, launched and marketed, and the steps being taken to mitigate promotional and off-label usage;
 - c. government investigations;
 - d. workplace conduct matters; and
 - e. communications with regulatory agencies.
19. The Committee shall receive from the Chief Compliance Officer and shall report, upon request, to the Board on: (i) the state of the Company's ethics and compliance functions; (ii) relevant ethics, compliance, retaliation, harassment and/or hostile work environment issues involving the Company of which the Company has been made aware, including a summary of the results of any such investigations conducted by the Company; (iii) any potential patterns of non-compliance identified within the Company; (iv) any significant disciplinary actions against any compliance or internal audit personnel; (v) any other issues that may reflect any systemic or widespread problems in legal, ethics, compliance, regulatory, harassment and/or hostile work environment matters exposing the Company to compliance risk. In advance of such report, the Committee and the Audit Committee, either through their respective chairpersons or otherwise, shall confer on any matters of mutual interest in light of their respective responsibilities.

Committee Matters

20. Make regular reports to the Board and propose any necessary action to the Board.
21. Review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.
22. Prepare an annual performance, effectiveness and governance evaluation of the Committee of its duties under this charter and present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
23. Develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
24. Perform any other activities consistent with this charter or as the Board deems necessary or appropriate.