

**CHARTER OF THE NOMINATING
COMMITTEE OF THE BOARD OF DIRECTORS OF
PHIO PHARMACEUTICALS CORP.**

Purpose

The purpose of the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Phio Pharmaceuticals Corp. (the “Company” or “Phio”) is to oversee the activities and process regarding Board composition and senior executive succession.

Membership

The Committee shall consist of at least two directors of the Board. All members shall satisfy the independence requirements as defined by The Nasdaq Stock Market LLC (“Nasdaq”) or other applicable exchange on which the Company’s securities are listed and any applicable laws and regulations.

Committee members shall be appointed by the Board. Committee members serve at the discretion of the Board, for such terms as the Board determines, and may be removed at any time. One member of the Committee will be designated by the Board as Chairman and shall preside over meetings of the Committee and report regularly to the Board. The compensation of Nominating Committee members shall be determined by the Board.

Meetings

The Committee shall meet, either in person or telephonically, as often as it deems necessary in order to perform its responsibilities. Action may be taken by the Committee without a meeting if all the members of the Committee indicate their approval in writing. The Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee. The Committee shall report regularly to the Board.

Authority and Responsibilities

The Nominating Committee shall discharge its responsibilities, assessing the information provided by the Company’s management, in accordance with the Committee’s prudent business judgment.

The Committee shall assist the Board in fulfilling its oversight responsibilities by accomplishing the following:

1. The Committee shall develop and recommend to the Board a process for director orientation and continuing education.
2. The Committee shall evaluate candidates identified by the Board, and candidates proposed by shareholders, qualified to become board members consistent with the criteria established in the corporate governance principles, as determined by the Board. The Committee will further recommend to the Board the director nominees for election to the Board at the annual meeting of shareholders, or, if applicable, any special meetings of shareholders. In making recommendations to the Board, the Committee shall consider the rules and regulations of the Nasdaq Stock Market LLC (“Nasdaq”) or other applicable exchange on which the Company’s securities are listed and any applicable laws and regulations in consideration of candidates.

3. After consultation with Board members, the Committee shall recommend to the Board, specific directors to be appointed to each committee of the Board.
4. The Committee shall oversee the orientation process for new directors and ongoing education for directors.
5. The Nominating Committee shall be responsible for oversight of succession planning for certain senior management positions.

Other Responsibilities

1. The Committee shall review, as appropriate, the adequacy of this Charter and recommend any proposed changes to the Board for approval.
2. The Committee shall perform an evaluation of the performance of the Committee and report to the Board on the results of such evaluation on a periodic basis.
3. The Committee shall maintain minutes of meetings and report regularly to the Board.
4. The 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.
5. Perform any other activities consistent with the Charter, By-laws and governing law as the Board of Directors or the Nominating Committee shall deem appropriate.

Adopted: May 31, 2022