

# TG THERAPEUTICS, INC. DIRECTOR NOMINATION POLICY

## I. Qualifications and Criteria for Nominees

A majority of the independent directors (the "Independent Directors") of the Board of Directors (the "Board") of TG Therapeutics, Inc. (the "Company") recommends nominees for election to the Board based on a number of qualifications, including but not limited to:

- independence and no conflict of interest that would interfere with performance as a director;
- character and integrity;
- financial literacy;
- level of education and business experience;
- sufficient time to devote to Board matters; and
- a commitment to represent the long-term interests of the Company's stockholders.

The Independent Directors seek to ensure that the composition of the Board at all times adheres to the independence requirements of the Nasdaq Stock Market and reflects a variety of complementary experiences and backgrounds, particularly in the areas of management and leadership, sufficient to provide sound and prudent guidance with respect to the operations and interests of the Company.

## II. Identifying and Evaluating Candidates for Company Nomination

The Independent Directors identify potential Company nominees for director through a variety of business contacts, including current executive officers, directors, community leaders and stockholders as a source for potential Board candidates. The Independent Directors may, to the extent they deem appropriate, retain a professional search firm and other advisors to identify potential nominees for director.

The Independent Directors evaluate candidates to the Board by reviewing their biographical information and qualifications. If the Independent Directors determine that a candidate is qualified to serve on the Board, such candidate is interviewed by at least one of the Independent Directors and the Chief Executive Officer. Members of the Board also have an opportunity to interview qualified candidates. The Independent Directors then determine, based on the background information and the information obtained in the interviews, whether to recommend to the Board that the Company nominate a candidate for approval by the stockholders to fill a directorship. With respect to an incumbent director whom the Independent Directors are considering as a potential nominee for re-election, the Independent Directors review and consider the incumbent director's service to the Company during his or her term, including the number of meetings attended, level of participation, and overall contribution to the Company in addition to such person's biographical information and qualifications.

The manner in which the Independent Directors evaluate a potential nominee will not differ based on whether the candidate is recommended by a stockholder of the Company.

## III. Nominee Recommendations from Stockholders

The Independent Directors will consider written recommendations from stockholders for Company nominees to the Board. A stockholder who wishes to recommend a person to the Independent Directors for nomination by the Company must submit a written notice by mail to the Nominating Directors c/o Corporate Secretary, TG Therapeutics, Inc., 787 Seventh Avenue, 48<sup>th</sup> Floor, New York, New York 10019. Such a written recommendation must be received not less than 60

calendar days nor more than 90 calendar days before the first anniversary of the of the previous year's annual meeting. Such a recommendation to the Independent Directors should include (i) the candidate's name, age, business addresses, and other contact information, (ii) a complete description of the candidate's qualifications, experience, background and affiliations, as would be required to be disclosed in the proxy statement pursuant to Regulation 14A of the Securities and Exchange Act of 1934, as amended, (iii) a sworn or certified statement by the candidate in which he or she consents to being named in the proxy statement as a nominee and to serve as a director if elected and (iv) the name and address of the stockholder(s) of record making such a recommendation.

The above procedures apply to stockholder recommendations of candidates to the Board to be nominated by the Company. Stockholders may continue to make their own direct nominations to the Board, for election at an annual or special meeting of the stockholders, in accordance with the procedures set out in the Company's Amended and Restated Bylaws.

**Contact Information:**

Nominating Directors  
C/O Corporate Secretary  
TG Therapeutics, Inc.  
787 Seventh Avenue, 48<sup>th</sup> Floor  
New York, NY 10019  
Phone: 212-554-4484