

TG THERAPEUTICS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Nomination and Corporate Governance Committee (the “Committee”) of TG Therapeutics, Inc. (the “Company”) is appointed by the Company’s Board of Directors (the “Board”) to: (1) identify qualified individuals to become members of the Board and recommend to the Board proposed nominees for Board membership using the criteria set forth in the Company’s Director Nomination Policy (the “Director Nomination Policy”); (2) recommend to the Board individuals to serve on each committee of the Board; (3) assess the Board’s effectiveness and develop and implement the Company’s corporate governance guidelines (the “Corporate Governance Guidelines”); (4) monitor significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies; (5) oversee the evaluation of the Board and the individual committees; and (6) perform such other tasks as the Board may, from time to time, prescribe.

II. Committee Composition

The Committee shall be members of, and shall be appointed by, the Board and shall consist of at least two Directors, each of whom shall satisfy the independence requirements of The Nasdaq Stock Market (“NASDAQ”), as in effect from time-to-time.

Any Committee member may be removed by the Board at any time at its discretion. Vacancies on the Committee shall be filled by the Board. A member of the Committee may resign from membership of the Committee by delivering his or her written resignation to the Chairperson of the Board. Any such resignation shall take effect upon delivery of such resignation or at any later time specified therein. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

Unless a Chairperson is elected by the Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership. The term of appointment shall be at the discretion of the Board with a goal of maintaining continuity and providing proper perspective.

The Committee may form and delegate authority to one or more subcommittees as appropriate, but only to the extent consistent with the Company’s amended and restated certificate of incorporation (the “Certificate of Incorporation”), amended and restated bylaws (the “Bylaws”), Corporate Governance Guidelines, rules of NASDAQ and other applicable law. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated, and, unless the Committee alters or terminates such delegation, any action by the Committee on any matter so delegated shall not limit or restrict future action by such subcommittee on such matters.

III. Meetings and Procedures

The Committee shall conduct its business in accordance with this Charter, the Company's Bylaws and any direction by the Board.

The Committee Chairperson shall be designated by the Board, or, if it does not do so, the Committee members shall elect a Chairperson by a vote of the majority of the full Committee.

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Committee may establish its own schedule, which it will provide to the Board in advance. The Chairperson or a majority of the members of the Committee may call meetings of the Committee upon such notice as is required for special Board meetings in accordance with the Company's Bylaws. A majority of the Committee shall constitute a quorum for the transaction of business. Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all members of the Committee consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Committee. As necessary or desirable, the Chairperson of the Committee may require that any director, officer or employee of the Company, or other person whose advice and counsel are sought by the Committee, be present at meetings of the Committee. Members of the Committee may participate in a meeting through use of conference telephone or similar communications equipment, so long as all persons participating in such meeting can hear one another, and such participation shall constitute presence in person at such meeting.

The Committee Chairperson will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Chairperson of the Committee (or other member designated by the Chairperson or the Committee in the Chairperson's absence) shall regularly report to the full Board on its proceedings and any actions that it takes. The Committee will maintain written minutes of its meetings, which minutes will be provided to the Secretary of the Company and maintained with the books and records of the Company.

IV. Duties and Responsibilities

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall discharge its responsibilities and shall assess the information provided to it by the Company's management and others, in accordance with its business judgment.

A. Board Selection, Composition and Evaluation; Management Evaluation

1. Establish and periodically review criteria for the selection of new directors to serve on the Board. In connection with this, the Committee shall periodically review the Director Nomination Policy and suggest updates as needed.
2. Identify and evaluate individuals qualified to serve on the Board and recommend that the Board nominate the candidates for all directorships to be filled (including vacancies or newly created directorships). In identifying and evaluating candidates for membership on the Board, the Committee shall comply with the Director Nomination Policy and take into account all factors it considers appropriate. Such factors shall include those which are listed in the Director Nomination Policy and may (but need not) include the factors identified in the Company's Corporate Governance Guidelines.
3. Review and make recommendations to the Board as to whether members of the Board should stand for re-election. In doing so, the Committee shall comply with the Director Nomination Policy and shall consider matters relating to the action, if any, to be taken with respect to the discontinuation of a member of the Board of his or her directorship.
4. Evaluate candidates for nomination for election to the Board recommended by stockholders on a substantially similar basis as it considers other nominees. The Committee may adopt such procedures for the submission of recommendations as it deems appropriate. The Committee shall comply with the Director Nomination Policy when considering or acting on recommendations from stockholders.
5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates to serve on the Board in accordance with the Director Nomination Policy.
6. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers, and whether a candidate has special relationships, interests or a specific agenda that would impair his or her ability to effectively represent the interests of all stockholders. The Committee shall also review the current directorships of members of the Board and executive officers. In considering independence of directors, nominees or potential nominees, the Committee shall comply with the Director Nomination Policy.
7. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board to ensure the Board has the requisite combined expertise and its membership consists of persons with sufficiently diverse and independent backgrounds, including to ensure adherence to the independence requirements of NASDAQ.
8. To the extent there is an agreement or arrangement to which the Company is a party (as such may be amended from time to time) governing the composition of the Board, the Committee shall act appropriately to nominate individuals to serve as directors of the Board, to fill vacancies on the Board and to comply with such other matters as may be

specified in such agreement or arrangement, in each case, in accordance with such agreement or arrangement.

9. Oversee evaluation of the Board and its committees, including in accordance with any applicable rules of NASDAQ.
10. Oversee evaluation of the Company's management or delegate its duty to oversee the evaluation of the Company's management to the Compensation Committee of the Board, in each case in accordance with any applicable rules of NASDAQ.
11. Coordinate the Board's Chair succession planning as it relates to the Company's Chief Executive Officer (the "CEO"). If it is determined that a new CEO should be hired, the Committee shall manage the process of identifying and selecting the new CEO.
12. Set the compensation and oversee the work of the director search firm, if retained. The Committee shall have the authority, in its sole discretion, to retain, terminate and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

B. Committee Selection, Composition and Evaluation

1. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for that committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
2. Recommend members of the Board to serve as the Chair of the committees of the Board.
3. Monitor the structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board.
4. Review, in accordance with any applicable rules of NASDAQ, the Corporate Governance Guidelines and this Charter, the composition (including the independence of committee members and financial expertise of audit committee members) and performance of each committee of the Board and recommend to the Board any changes to the foregoing.

C. Corporate Governance and Corporate Social Responsibility

1. Periodically review the Company's Certificate of Incorporation and Bylaws and recommend to the Board or stockholders, as appropriate and as may be required, amendments to the Certificate of Incorporation and Bylaws.
2. Develop and recommend to the Board those certain Corporate Governance Guidelines to assist the Board in the exercise of its governance responsibilities and to serve as a framework within which the Board may conduct its business. Annually evaluate the Corporate Governance Guidelines.
3. Review policies relating to meetings of the Board and its committees and meetings of stockholders. Review and assess from time to time the channels through which the Board receives information, and the quality and timeliness of information received.
4. Develop and evaluate an orientation program for new directors and a continuing education program for current directors, and present a report to the Board with appropriate recommendations for final Board action regarding these programs.
5. Periodically review the Board's leadership structure and make recommendations to independent directors concerning the same.
6. Identify and periodically assess a succession plan for the CEO and other senior officers.
7. Provide oversight and monitoring of the Company's sustainability, corporate social responsibility and corporate citizenship policies, programs and initiatives and any risks related thereto and receive periodic reports from management on such policies, programs and initiatives and their effectiveness.
8. Periodically review and advise the Board on the Company's sustainability, corporate social responsibility and corporate citizenship policies, programs and initiatives and review and recommend to the Board appropriate goals, policies and practices and any changes thereto.
9. Review those portions of the Company's disclosure documents containing significant information relating to matters within the Committee's mandate.

In fulfilling the responsibilities that are delegated to the Committee under this Charter, the Committee shall have and may exercise all the powers and authority of the Board to the extent permitted under the Delaware General Corporation Law.

V. Independent Advisors

The Committee shall have the authority to engage such independent legal and other advisors and consultants as it deems necessary or appropriate to carry out its responsibilities.

Such independent advisors and consultants may be the regular advisors and consultants to the Company. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel or other adviser retained by the Committee. The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including authority to approve all fees payable to such search firm and any other terms of retention.

VI. Investigations

The 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.

VII. Funding

The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

VIII. Additional Powers

The Committee shall have such other powers and responsibilities as may be delegated to it from time to time by the Board. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without the requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion.

IX. Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.