

Nominations Committee Charter

Purpose

The Nominations Committee of the Board of Directors performs the following functions:

- It considers, and recommends to the Board of Directors, individuals for appointment or election as directors.
- It recommends to the Board of Directors individuals for appointment to vacancies on any committee of the Board of Directors.
- It makes recommendations to the Board of Directors regarding any changes to the size of the Board of Directors or any committee.
- It assists management in preparing proxy statement disclosure regarding the operations of the Committee.
- It reports to the Board of Directors on a regular basis, not less than once a year.
- It performs any other duties or responsibilities expressly delegated to the Committee by the Board of Directors relating to Board or Committee members.

Qualifications for Directors

Candidates for director should have certain minimum qualifications, including being able to understand basic financial statements, being over 21 years of age, having relevant business experience (taking into account the business experience of the other directors), and having high moral character. The Committee retains the right to modify these minimum qualifications from time to time.

In evaluating an incumbent director whose terms of office is set to expire, the Nominations Committee reviews that director's overall service to the Company during that director's term, including the number of meetings attended, level of participation, quality of performance, and any transactions with the Company engaged in by that director during his or her term.

When selecting a new director nominee, the Committee first determines whether the nominee must be independent for NYSE American, LLC ("NYSE American") purposes or whether the candidate must qualify as an "Audit Committee Financial Expert," as that term is used in section 407 of the Sarbanes-Oxley Act of 2002. The Committee then uses its network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm. The Committee then meets to consider the candidates' qualifications and chooses a candidate by majority vote.

Director Candidates Nominated by Stockholders

Stockholders wishing to directly recommend candidates for election to the Board of Directors at an annual meeting must do so by giving notice in writing to Chairman of the Nominations Committee, Theriva Biologics, 9605 Medical Center Drive, Suite 270, Rockville, Maryland 20850. Any such notice must, for any given annual meeting, be delivered to the Chairman not less than 120 days prior to the anniversary of the preceding year's annual meeting. The notice must state (1) the name and address of the stockholder making the recommendations, (2) the name, age, business address, and residential address of each person recommended, (3) the principal occupation or employment of each person recommended, (4) the class and number of shares of Theriva Biologics shares that are beneficially owned by each person recommended and by the recommending stockholder, (5) any other information concerning the persons recommended that must be disclosed in nominee and proxy solicitations in accordance with Regulation 14A of the Securities Exchange Act of 1934, and, (6) a signed consent of each person recommended stating that he or she consents to serve as a director of the Company if elected.

The Nominations Committee will consider and vote on any recommendations so submitted. In considering any person recommended by a stockholder, the Committee will look for the same qualifications that it looks for in any other person that it is considering for a position on the Board of Directors.

Any stockholder nominee recommended by the Committee and proposed by the Board of Directors for election at the next annual meeting of stockholders will be included in the Company's proxy statement for that annual meeting.

Committee Members

The Committee consists of no fewer than two members. Each member of the Committee is appointed by the Board of Directors and serves at the pleasure of the Board for a term determined by the Board. The Board designates one member as the Chairperson. In the event of a tie vote on any issue, the Chairperson's vote decides the issue.

The Committee consists solely of "independent directors," as determined under the rules of the NYSE American. NYSE American only considers "independent" those directors who are not officers or employees of the Company or its subsidiaries, who do not have a relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who are otherwise independent under the NYSE American Company Guide.

Committee Operations

The Committee is to meet in person or telephonically at least once a year at regularly scheduled times and places determined by the Chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or

desirable by the Committee or the Chairperson. Committee meetings may, but need not be, held at the same time and place as regularly scheduled meetings of the Board of Directors.

The Committee may, in its discretion, delegate all or a portion of its duties to a subcommittee of the Committee.

The Committee is to be given sufficient resources and authority to permit it to discharge its duties, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it reasonably deems appropriate, without seeking approval of the board or management.