

NEPHROS, INC.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER
(As amended and approved October 17, 2018)

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Nephros, Inc. (the “Company”) is to assist the Board in identifying qualified individuals to become Board members, in determining the composition of the Board and its committees, in monitoring a process to assess Board effectiveness and in developing and implementing the Company’s corporate procedures and policies.

II. Membership

The Committee shall be comprised of two or more directors, each of whom shall be free from any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment and must satisfy the standards for independence set forth in the rules and regulations of the stock exchange on which the Company’s common stock is listed and as defined by the rules of the Securities and Exchange Commission (the “SEC”).

Members of the Committee shall be appointed by the Board and may be removed at the Board’s sole and absolute discretion. Members shall serve until their successors shall be duly elected and qualified. The Committee’s chairperson shall be designated by the full Board majority of the full Committee.

III. Meetings

The Committee shall meet in person, telephonically or otherwise at least annually. The Committee may also hold special meetings or act by unanimous written consent, as may be appropriate or required.

The chairperson of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson will ensure that the agenda for each meeting is circulated in advance of the meeting. The Committee shall keep minutes of each of its meetings and conference calls and report its actions and any recommendations to the Board after each of the Committee’s meeting.

The Committee meetings will be governed by the quorum and other procedures generally bylaws or by resolution of the Board or the Committee. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

IV. Committee Resources and Advisors

The Committee shall have the authority, in its sole discretion, to (i) select, retain, and obtain the advice of counsel (which may be, but need not be, the regular corporate counsel to the Company), and (ii) employ one or more recruiting firms to assist in the identification and recruitment of director candidates and other advisors. The Company will provide the appropriate funding, as determined by the Committee, for payment of compensation to any advisors engaged by the Committee. The Company will also provide the appropriate funding, as determined by the Committee, for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Management of the Company

will cooperate with the Committee and render to the Committee such assistance as the Committee requests for the purpose of carrying out its functions.

V. Responsibilities

The Committee will have the following principal responsibilities:

1. Develop and recommend to the Board any revision to the Company's corporate governance policies or procedures.
2. Develop, and recommend to the Board for approval, director independence standards. Evaluate and recommend to the Board which directors are considered "independent directors" in a manner consistent with the rules of the SEC, the applicable listing standards, and the Company's corporate governance policies.
3. Annually review the composition of the Board as it relates to the governance and business needs and requirements of the Company, and report to the Board regarding suggested changes in Board composition that will guide the Committee in the selection, recruitment, and recommendation of directors.
4. Identify individuals who, in addition to satisfying the requirements of independence, are qualified to become members of the Board (consistent with any criteria or procedures that the Board or this Committee shall approve). Conduct background checks for those individuals the Committee would like to recommend to the Board as director nominees. Recommend to the Board selections as needed for Director nominees for each annual meeting of stockholders and fill vacancies on the Board that may occur between annual meetings of stockholders.
5. Consider any qualified candidate for an open Board position timely submitted to the Committee by any stockholder of the Company entitled to vote in an election of directors (consistent with the Company's charter, by-laws, and any criteria or procedures that the Board or the Committee approves).
6. Make recommendations to the Board as to membership on the Board's committees, including appointments to and terminations of membership on the Board's committees, and as to the appointment of a chairman for each committee of the Board.
7. Oversee the evaluation of management's performance and the Board's and Board committees' performance, including conducting an annual self-evaluation of the Committee.
8. Formulate procedures for stockholders to send communications to the Board.
9. Formulate and recommend to the Board for adoption a policy regarding attendance of directors at annual meetings of the Company's stockholders.
10. Establish and maintain, in conjunction with the Company's corporate secretary, an informal orientation and continuing education program for directors to both familiarize and update them as to the Company's strategic plans; significant financial, accounting and risk management matters; compliance programs; Code of Ethics and Business Conduct; principal officers; and internal and independent auditors.

11. Plan for the succession of the Company's Chief Executive Officer, which may include discussing with the Chief Executive Officer a succession plan for key senior officers of the Company with an assessment of senior managers and their potential to succeed the Chief Executive Officer and other senior management positions.
12. Evaluate at least annually whether any change to this Charter is necessary or appropriate.
13. Review and discuss with management the disclosure regarding the operations of the Committee and director independence, and recommend that this disclosure be included in the Company's proxy statement or Annual Report on Form 10-K.
14. Perform any other activity consistent with this Charter and the Company's by-laws or as required under the rules and regulations of the SEC as in effect from time to time, pertaining to the nomination of directors or the administration of corporate governance by the Board.