

**NEPHROS, INC.**  
**PROCEDURES FOR STOCKHOLDER**  
**SUBMISSION OF DIRECTOR RECOMMENDATIONS**  
**As of February 26, 2020**

1. **Stockholders Entitled to Make Submissions.** The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Nephros, Inc. (the “Company”) will consider recommendations from stockholders of candidates for director. Acceptance of a recommendation for consideration does not imply that the Committee will nominate the recommended candidate.
2. **Manner and Address for Submission.** All stockholder recommendations must be in writing, addressed to the Nominating and Corporate Governance Committee, c/o the Company’s Chief Financial Officer at the Company’s headquarters, 380 Lackawanna Place, South Orange, New Jersey 07079. Submissions must be made by mail, courier, or personal delivery.
3. **Information Concerning the Recommending Stockholder and the Proposed Nominee.** A recommendation must be accompanied by the following information:
  - The name and address, including telephone number, of the recommending stockholder;
  - The number and class of the Company’s shares owned (beneficially or of record) by the recommending stockholder and the time period for which such shares have been held;
  - A statement from the stockholder as to whether the stockholder has a good faith intention to continue to hold the reported shares through the date of the Company’s next annual meeting of stockholders;
  - Information about the proposed nominee for the Committee to make an informed decision regarding the qualifications of the proposed nominee;
  - A description of any relationship between the proposed nominee and the recommending stockholder; and
  - Other information as the Committee may reasonably request.
4. **Consent to be interviewed by the Committee and, if nominated and elected, to serve.** The recommendation must be accompanied by the consent of the proposed nominee to be interviewed by the Committee, if the Committee chooses to do so (and the recommending stockholder must furnish the proposed nominee’s contact information for this purpose), and, if nominated and elected, to serve as a director of the Company.
5. **Timing for Submission.** A stockholder (or group of stockholders) wishing to submit a recommendation for an annual meeting of stockholders should ensure that such recommendation is received by the Company not later than 120 calendar days prior to the first anniversary of the date of the proxy statement for the prior year’s annual meeting of stockholders.