

ACER THERAPEUTICS INC.

NOMINATING AND CORPORATE GOVERNANCE CHARTER (effective April 15, 2022)

I. Committee Membership

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Acer Therapeutics Inc., a Delaware corporation (the “Company”), shall consist solely of “independent directors,” *i.e.*, those directors who neither are officers or employees of the Company or its subsidiaries nor have a relationship which, 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 listing standards, rules and regulations of The Nasdaq Stock Market (“Nasdaq”) and the Securities and Exchange Commission (the “SEC”).

Committee members shall be appointed from time to time by the Board, having given consideration to the recommendations, if any, from the Nominating and Corporate Governance Committee, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

II. Committee Purpose and Responsibilities

The Committee shall have the purpose and responsibilities to:

1. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
2. Identify individuals believed to be qualified to become Board members, and to select, or recommend to the Board, the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In selecting or recommending candidates, the Committee shall take into consideration the criteria approved by the Board and such other factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate’s experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee shall consider all candidates recommended by the Company’s stockholders in accordance with the procedures set forth in the Company’s bylaws and annual proxy statement.

3. Identify Board members qualified to fill vacancies on any committee of the Board and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.

4. Develop and review periodically any corporate governance guidelines adopted by the Board to assure that they are appropriate for the Company and comply with the requirements imposed by listing standards, rules or regulations of Nasdaq or the SEC, and recommend any desirable changes to the Board. The Committee shall also consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

5. Create, maintain and recommend to the Board for adoption a Code of Ethics for directors, officer and employees and related policies and procedures regarding compliance with applicable listing standards, rules and regulations.

6. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.

7. Review periodically with the Chief Executive Officer ("CEO") the succession plan relating to the CEO and the management development plan, and thereafter make recommendations to the Board with respect to such plans.

8. Review and reassess on an annual basis the adequacy of the Certificate of Incorporation and Bylaws of the Company, the Insider Trading and Communications Policy, the Corporate Governance Guidelines, and any such other charters and governance-related policies as the Board shall determine and recommend any proposed changes to the Board.

9. Periodically evaluate the Company's risk management process in light of the nature of the material risks the Company faces and the adequacy of the Company's governance policies and procedures designed to address risk and recommend to the Board any changes deemed appropriate by the Committee.

10. Report to the Board on a regular basis, and not less than once per year.

11. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

III. Committee Structure and Operations

The Board or the Committee shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. The Committee shall meet at least once a year, and perhaps more frequently, in conjunction with regularly scheduled meetings of the Board at regularly scheduled times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous

written consent, when deemed necessary or desirable by the Committee or its chairperson. The Committee may request any director, officer or employee of the Company or, the Company's outside counsel or, independent auditors, or such other person as it deems appropriate to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any person it deems appropriate in order to carry out its responsibilities. The Committee shall have full access to all books, facilities and personnel of the Company in connection with the discharge of its responsibilities. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

IV. Delegation to Subcommittee

The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate, as are provided in the resolutions of the Committee, except to the extent such delegation is limited by applicable law or listing standard. The actions of any such subcommittee shall be presented to the full Committee at the next scheduled Committee meeting.

V. Performance Evaluation

The Committee shall oversee the annual self-evaluation process of the Board and each of its committees. The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

VI. Resources and Authority of the Committee

The Committee shall have the resources (including any needed funding to be supplied by the Company) and authority appropriate to discharge its duties and responsibilities, 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 deems appropriate, without seeking approval of the Board or management.