



Nominating & Governance Committee Charter

Organization

The Nominating and Governance Committee of the Board of Directors (the “**Committee**”) of Assembly Biosciences, Inc. (the “**Company**”) is established pursuant to Article IV, Section 4.1 of the Bylaws of the Company. The Board of Directors of the Company (the “**Board**”) will appoint Committee members annually for a term of one year. The Board may remove or replace any Committee member at any time, with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board will also appoint the Chairperson for the Committee.

The number of individuals serving on the Committee shall be fixed by the Board from time to time but shall consist of not less than two directors. The Committee shall be comprised solely of independent directors pursuant to Rule 5605(a)(2) of the NASDAQ Stock Market Rules; *however*, if the Committee consists of at least 3 members, one non-independent director who is not a current officer or employee or a family member of an officer or employee may be appointed to the committee if the Board, under exceptional and limited circumstances, determines that such individual’s membership on the committee is required in the best interests of the Company and its stockholders, and the Board discloses in the next annual meeting proxy statement (or, if no proxy statement is filed, in the company’s Form 10-K) following such determination, the nature of the relationship, and the reasons for the determination. A member appointed under this exception may not serve longer than two years.

Although the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to assure compliance with laws and regulations and the Company’s code of conduct. That is the responsibility of management.

Purpose

The purpose of the Committee is to assist the Board in promoting the best interests of the Company and its stockholders through the implementation of sound corporate governance principles and practices. The Committee shall carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures and any related matters required by federal securities laws. The Committee is responsible for identifying individuals to become board members, consistent with criteria approved by the Board, and recommending that the Board select the director nominees for election at each annual meeting of stockholders. The Committee shall have general oversight of the Company’s compliance with the legal and regulatory requirements of its business operations. This shall not include compliance with securities laws and regulations, including the Company’s financial reporting and disclosure obligations, or U.S. Foreign Corrupt Practices Act and similar foreign anti-bribery

laws, which shall be the responsibility of the Company's Audit Committee. The Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines and code of conduct applicable to the Company, periodically reviewing such guidelines and code and recommending any changes thereto, and overseeing the evaluation of the Board and management.

Meetings

The Committee will meet at least once a year and at such other times and places as it deems appropriate and will regularly update the Board about committee activities and recommendations. A majority of the Committee members will constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

Identification, Nomination and Resignation of Directors

- The Committee shall develop and recommend to the Board minimum qualifications for director nominees, and a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval.
- The Committee shall establish a policy with regard to the consideration of director candidates recommended by stockholders.
- The Committee shall develop and establish procedures to be followed by stockholders in submitting recommendations for director candidates to the Committee. The current procedures to be followed by stockholders are set forth in the Company's bylaws and are summarized in the proxy statement and below:
 - All stockholder recommendations for director candidates must be submitted to the Secretary of the Company at Assembly Biosciences, Inc., Attention: Secretary, 11711 N. Meridian St., Suite 310, Carmel, IN 46032 who will forward all recommendations to the Committee.
 - All stockholder recommendations for director candidates must be submitted to the Company (i) with respect to an election to be held at an annual meeting of stockholders, not more than ninety (90) days nor less than sixty (60) days in advance of such meeting, and (ii) with respect to an election to be held at a special meeting of the stockholders called for the purpose of the election of directors, not later than the close of business on the tenth business day following the date on which notice of such meeting is first given to stockholders.

- All stockholder recommendations for director candidates must include the following information:
 - The name and address of the stockholder who intends to make the nomination and any stockholder associated with such stockholder, and the name and residence address of the person or persons to be nominated;
 - The class and number of shares that are beneficially owned by the stockholder and any associated stockholder;
 - The nominee holder for, and number of, shares owned beneficially but not of record by such stockholder and any associated stockholder;
 - A representation that the stockholder is a holder of record of stock entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice;
 - A description of all arrangements or understandings between the stockholder and any associated stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder;
 - The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate;
 - A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter;
 - Such other information regarding each nominee proposed by such stockholder as would be required to be disclosed in solicitations of proxies for election of directors, or as would otherwise be required, in each case pursuant to Regulation 14A under the Exchange Act including any information that would be required to be included in a proxy statement filed pursuant to Regulation 14A had the nominee been nominated by the board of directors;
 - The written consent of each nominee to be named in a proxy statement and to serve as director of the corporation if so elected;
 - Whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of, or any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares) has been made, the effect or intent of which is to mitigate loss to or manage risk or benefit of share price

changes for, or to increase or decrease the voting power of, such stockholder or any associated stockholder with respect to any share of our common stock; and

- To the extent known by the stockholder giving the notice, the name and address of any other stockholder supporting the nominee for election or reelection as a director or the proposal of other business on the date of such stockholder's notice.
- The Committee shall establish a process for identifying and evaluating nominees for the Board, including nominees recommended by stockholders. The current process for identifying and evaluating nominees for the Board is as follows:
 - The Committee may solicit recommendations from any or all of the following sources: non-management directors, the principal executive officer, other executive officers, third-party search firms, or any other source it deems appropriate.
 - The Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.
 - The Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.
 - In identifying and evaluating proposed director candidates, the Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.
- The Committee shall consider recommendations in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set forth in Rule 5605(a)(2) of the NASDAQ Stock Market Rules.
- The Committee shall recommend to the Board a slate of nominees for election as directors at the Company's annual meeting of stockholders.
- The Committee shall recommend to the Board individuals to be appointed as directors in connection with director vacancies and any newly created directorships.
- The Committee shall review stockholder nominations and proposals submitted to the Company (including any proposal relating to the procedures for making nominations or electing directors), determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the

nominee satisfy all applicable eligibility requirements, and recommend to the Board appropriate action on each such nomination or proposal.

- The Committee shall review the size and composition of the Board and its committees, taking into account such factors as the business experience and specific areas of expertise of each director, and make recommendations to the Board as necessary.
- The Committee shall review all resignations tendered by directors and recommend to the Board the action, if any, to be taken with respect to the resignation.

Corporate Governance Guidelines, Code of Conduct and Compliance

- The Committee shall develop and recommend to the Board appropriate corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes to the Board as necessary to comply with Rule 5605(a)(2) of the NASDAQ Stock Market Rules.
- The Committee shall ensure that a written code of conduct is maintained and obligate management to communicate the code to all employees.
- The Committee shall evaluate whether management is appropriately communicating the importance of the code of conduct and the guidelines for acceptable business practices.
- The Committee shall review the program for monitoring compliance with the code of conduct.
- The Committee shall periodically obtain updates from management and the corporate compliance liaison or general counsel regarding compliance with the code of conduct.
- The Committee shall investigate possible violations of the Company's code of conduct, including conflicts of interest not covered by the Company's code of ethics and shall report the results and recommendations of such investigations to the Board or to such other persons or entities as the Committee may deem appropriate in the event of any conflict of interest or investigation involving the Board.
- The Committee shall review and approve any transaction that presents a potential conflict of interest under the company's code of conduct to the extent such potential conflict of interest is not covered by the Company's code of ethics or involves a related party, which shall be reviewed by the Audit Committee.
- The Committee shall review the code of conduct periodically and recommend any changes to the Board.
- The Committee shall oversee the process of distributing questionnaires to the directors and executive officers of the Company in connection with the Company's annual reporting on Form 10-K and proxy statement for its annual stockholder meetings to ensure the collection of such information as is necessary and appropriate for the

Company to comply with its reporting obligations and for the Committee to assess the qualifications and independence of the Company's directors.

- The Committee shall ensure that, as part of each regularly scheduled meeting of the Board of Directors, the outside or non-management directors shall meet in executive session prior to the conclusion of such Board meeting. At the conclusion of the executive sessions, the management directors and other members of management as the Committee deems appropriate, will be invited to join the executive session in order that they can be informed of all relevant issues.
- The Committee shall oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its certificate of incorporation and by-laws.
- The Committee shall review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and the other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- The Committee shall review with management the risk management procedures for those areas deemed appropriate by the Committee
- The Committee, in consultation with the Compensation Committee, will review and discuss with the Board annually corporate succession plans for the Company's principal executive officer and other key officers of the Company.

Committee and Board Evaluations

- The Committee shall develop and recommend to the Board an annual self-evaluation process for the Board and its committees and the Company's management. The Committee shall also oversee the annual self-evaluation process for the Board and each of its committees and shall ensure that the results of such evaluations are reported to the Board.
- The Committee shall review the Board's committee structure and composition and shall make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairman on a periodic basis.

Training

- The Committee intends to develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.

General

- The Committee shall periodically review and assess the adequacy of this Charter annually and recommend changes to the Board. The Board must approve any amendments to this Charter.
- The Committee shall perform an annual performance evaluation of the Committee and report to the Board on the results of such evaluation and shall oversee the annual performance evaluations of the Board and other committees thereof.
- The Committee shall carry out its duties and responsibilities, the Committee may retain a search firm to assist it in identifying director candidates and may also retain outside counsel and other advisors as it deems necessary. The Committee shall have sole authority to approve related fees and retention terms of any such search firm or other advisor and the Committee shall have sole authority to terminate any such search firm.
- The Committee, in carrying out its responsibilities, shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee. The Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.
- The Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Committee shall make regular reports to the Board concerning areas of the Committee's responsibility.
- The Committee may perform such other functions as may be requested by the Board from time to time.

Adopted by the Board on October 2, 2015.
Amended by the Board on October 6, 2016.