

ROCKWELL MEDICAL, INC.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. PURPOSE

The Governance and Nominating Committee (the “Committee”) shall provide assistance to the Board of Directors in fulfilling its responsibility to the Company, shareholders, potential shareholders and investment community by:

- A. Oversight of the corporate governance of the Company;
- B. Recommending appropriate corporate governance practices;
- C. Identifying individuals qualified to become directors and selecting, or recommending that the Board of Directors select, the candidates for all directorships to be filled by the Board of Directors or by the shareholders;
- D. Oversight and review of potential risks and risk mitigation strategies; and
- E. Recommending appropriate risk mitigation strategies.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board of Directors, each of whom is determined by the Board of Directors to be “independent” in accordance with the rules of the NASDAQ Stock Market.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal from the Committee. Any member of the Committee may be removed from the Committee, with or without cause, by a majority vote of the Board of Directors.

Chairperson

Unless a Chairperson of the Committee is elected by the full Board of Directors, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall be entitled to cast a vote to resolve any ties. The Chairperson will chair all regular sessions of the Committee and set the agenda for Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any of its responsibilities to a subcommittee of the Committee, subject to the ongoing oversight of the Committee.

III. MEETINGS

The Committee shall meet at least annually, or more frequently as needed. The Chairman of the Board of Directors or the Chairperson of the Committee may call meetings of the Committee.

Directors that are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures in connection with corporate governance, nomination of directors and risk oversight as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable by the Company to such counsel or experts and any other terms of retention. The Committee also shall have authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including authority to approve the fees payable by the Company to such search firm and any other terms of retention.

Corporate Governance

- Review the adequacy of the articles of incorporation and bylaws of the Company and recommend to the Board of Directors changes to the articles of incorporation and bylaws as it deems appropriate.
- Consider whether to develop a set of corporate governance principles for the Company and make recommendations to the Board of Directors with respect to the same.
- Review and consider strategies to protect shareholder interests including the implementation of measures to protect corporate assets and shareholders' equity.
- Review policies relating to meetings of the Board of Directors. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
- Periodically review the Company's insider trading and disclosure policy and code of ethics and make recommendations to the Board of Directors regarding any changes.
- Keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board of Directors in light of such developments as may be appropriate.

Committees

- Recommend members of the Board of Directors to serve on the committees of the Board of Directors, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.

- Recommend members of the Board of Directors to serve as the Chairperson of the committees of the Board of Directors.
- Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board of Directors, the qualifications and criteria for membership on each committee of the Board of Directors and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board of Directors.
- Review and make recommendations, as the Committee deems appropriate, regarding the size of any committee of the Board of Directors.
- Ensure that the charter and composition of each committee of the Board of Directors is properly reviewed and evaluated on a periodic basis, along with evaluating the performance of each committee, and make recommendations to the Board of Directors for the creation of additional committees or the elimination of committees of the Board of Directors.

Director Selection, Composition and Evaluation

- Identify individuals believed to be qualified as candidates to serve on the Board of Directors and recommend that the Board of Directors select the candidates for all directorships to be filled by the Board of Directors or by the shareholders at a shareholders meeting. In identifying candidates for membership on the Board of Directors, the Committee shall take into account all factors it considers appropriate, which may include (a) ensuring that the Board of Directors, as a whole, is diverse and consists of individuals with various and relevant career and professional experience, relevant technical skills, industry knowledge and experience, financial expertise (including expertise that could qualify a director as a “financial expert,” as that term is defined by the rules of the Securities and Exchange Commission), local or community ties and (b) appropriate individual qualifications, including strength of character, mature judgment, familiarity with the Company's business and industry, independence of thought and an ability to work collegially. With respect to diversity, the Committee should also consider such factors as differences of viewpoint, education, skill, and other individual qualities and attributes that contribute to board heterogeneity, including characteristics such as race, gender and national origin. The Committee is committed to seeking highly qualified candidates inclusive of all national origins, races and genders to include in the pool from which director nominees are chosen. The Committee also may consider the extent to which the candidate would fill a present need on the Board of Directors.
- Develop and recommend to the full Board of Directors standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
- Review and make recommendations to the full Board of Directors, or determine, whether members of the Board of Directors should stand for re-election, including matters relating to the retirement of members of the Board of Directors, term limits and age limits.
- In the case of a director nominated to fill a vacancy on the Board of Directors due to an increase in the size of the Board of Directors, recommend to the Board of Directors the class in which the director-nominee should serve.
- Evaluate candidates for nomination to the Board of Directors, including those recommended by shareholders. In that regard, the Committee shall evaluate candidates submitted by shareholders in the same manner and based on the same criteria as candidates submitted by the Board of Directors.
- Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
- Consider questions of independence and possible conflicts of interest of members of and candidates for the Board of Directors, and whether a candidate has special interests or a specific agenda that would impair his or her ability to effectively represent the interests of all shareholders.

- Review and make recommendations, as the Committee deems appropriate, regarding the size of the Board of Directors.
- Review any director resignation letter tendered in accordance with the Company's Majority Voting Policy, and evaluate and recommend to the Board of Directors whether to accept such resignation.

Risk Oversight

- Review and provide recommendations regarding overall corporate risks and risk mitigation strategies.
- Review all significant and current and prospective litigation.
- Provide oversight and recommendations on legal strategy.
- Review adequacy and appropriateness of insurance policies and practices in mitigating risks.
- To the extent permitted by Michigan law, the Chairman of the Committee may act as representative of the independent directors with respect to shareholder litigation.

Succession Planning Process

- Oversee and approve the management continuity planning process.
- Review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer positions and make recommendations to the Board of Directors with respect to the selection of individuals to occupy these positions.

Reports

- Report regularly to the Board of Directors (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.
- Maintain minutes or other records of meeting and activities of the Committee.
- Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee.

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