

OMEROS CORPORATION

CHARTER FOR THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Omeros Corporation (the “**Company**”) shall be:

- A. To recommend to the Board candidates to be nominated for election as directors, consistent with the operating requirements of the Company and other considerations the Committee deems appropriate;
- B. To develop the Company’s corporate governance guidelines for approval by the Board, and to review regularly and recommend updates to the corporate governance guidelines, as appropriate;
- C. To oversee the succession planning for senior management of the Company;
- D. To oversee the Board performance evaluation process;
- E. To see that proper attention is given, and effective responses are made, to shareholder concerns regarding corporate governance; and
- F. To perform such other duties and responsibilities as are enumerated in and consistent with this charter.

In addition, the Committee will undertake those specific responsibilities listed below and such other responsibilities as the Board may from time to time prescribe.

II. MEMBERSHIP

- A. Appointment and Number. The Committee members will be appointed by, and will serve at the discretion of, the Board. The Committee will consist of at least two members of the Board.
- B. Qualifications. Each member of the Committee will be an independent director within the meaning of applicable laws and listing standards of The NASDAQ Stock Market (“NASDAQ”) and have such other qualifications as the Board determines.
- C. Removal. The entire Committee or any individual director on the Committee may be removed with or without cause by the Board.
- D. Chairperson. The Board may designate a Chairperson of the Committee (the “**Chairperson**”). In the absence of such designation, the Committee may designate a

Chairperson by majority vote of the Committee. From time to time the Chairperson may establish such rules as are necessary and proper for the conduct of the business of the Committee.

III. PROCEDURES

- A. Number of Meetings. The Committee will meet at least one time each year, with additional meetings as it deems appropriate to carry out its duties and responsibilities.
- B. Agenda. The Chairperson will establish the agenda, with input from management and other directors on the Committee and the Board as appropriate.
- C. Executive and Private Sessions. As appropriate, the Committee may meet in separate executive sessions at which only Committee members are present.
- D. Minutes. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
- E. Reporting to the Board. The Committee will summarize its examinations and recommendations to the Board as may be appropriate, consistent with this charter.
- F. Authority to Engage Advisors. In the course of its duties, the Committee may, in its sole discretion engage independent counsel or other advisors (including search firms) (each, an “Advisor”), as the Committee deems necessary to carry out its duties. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to each Advisor retained by the Committee. The Committee shall have the sole authority to approve an Advisor’s fees and any other engagement terms.

IV. RESPONSIBILITIES

The following responsibilities of the Committee are set forth as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable laws and NASDAQ listing standards.

- A. Board and Committee Composition. The Committee has the following responsibilities related to the composition of the Board and committees of the Board:
 - 1. Annually, with input from the Chief Executive Officer and the Chairman of the Board (the “**CEO/Chairman**”), the Committee assesses the size and composition of the Board in light of the operating requirements of the Company and other considerations the Committee deems appropriate, and makes recommendations to the Board with respect to candidates for election as directors by shareholders at the Company’s annual meeting.

2. The Committee works with the CEO/Chairman in identifying and recruiting new directors and considers candidates proposed by shareholders as part of this process.
 3. The Committee recommends to the Board the assignment of directors to committees of the Board to ensure that committee membership complies with the requirements of applicable laws and NASDAQ listing standards. Such recommendations take into account the experience, availability and preferences of the directors, as well as input from the CEO/Chairman.
- B. Corporate Governance Principles. The Committee is responsible for establishing and reviewing the Company's corporate governance principles.
 - C. Charter Documents. The Committee reviews proposed changes to the Company's Articles of Incorporation and Bylaws and makes recommendations for any changes to the Board.
 - D. Shareholder Communications. The Committee is responsible for developing and documenting a process for shareholders to send communications to the Board and identifying the directors to whom such communications may be sent.
 - E. Shareholder Rights Issues. The Committee assesses and makes recommendations to the Board regarding shareholder rights plans and other shareholder protections, as appropriate.
 - F. Shareholder Proposals. The Committee reviews shareholder proposals in conjunction with the CEO/Chairman and recommends Board responses.
 - G. Senior Management Succession Planning. The Committee annually reviews and assesses the succession plan for senior management of the Company and reports its findings to the Board. The CEO/Chairman and his or her designee(s) is responsible for creating the succession plan.
 - H. Board, Committee and Management Evaluations. As the Committee deems necessary, the Committee initiates and oversees periodic self-evaluations of the Board and its committees. The Committee also ensures that an annual evaluation of the CEO and senior management is conducted by the Compensation Committee, with input from the Board.
 - I. Annual Review. The Committee will annually review and reassess the adequacy of this charter, including the Committee membership requirements.
 - J. Charter Amendments. The Committee will review any proposed amendments to this charter and, if it deems that any amendments are necessary or advisable, recommend such amendments to the Board for approval.