



**Amended and Restated
Nominating and Corporate Governance Committee Charter**

(As Adopted on April 26, 2007)

Purpose and Goals

The primary function of the Nominating and Corporate Governance Committee (the “Committee”) shall be to assist the Board of Directors (the “Board”) in fulfilling its responsibilities by: reviewing and making recommendations to the Board regarding the Board’s size, structure and composition; establishing criteria for Board membership; identifying and evaluating candidates qualified to become members of the Board, including candidates proposed by Stockholders; recommending to the Board for selection director nominees to be presented for approval at the annual meeting of stockholders and to fill vacancies on the Board; evaluating Company policies relating to the recruitment of Board members; developing and recommending to the Board corporate governance policies and practices applicable to the Company; monitoring compliance with the Company’s Code of Business Conduct and Ethics. The Committee is intended to play a leadership role in shaping the Company’s corporate governance.

Composition

The Committee shall consist of three or more directors, each of whom shall satisfy the definition of “independent director” set forth in the listing standards of The Nasdaq Stock Market, Inc. and any other regulatory requirements. Each member of the Committee will be appointed by the Board and shall serve until the earlier of his or her resignation or removal or replacement by the Board in its discretion. The Board shall designate one person of the Committee as Chairperson. Vacancies on the Committee shall be filled by the Board.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as it deems appropriate, provided that any such subcommittee also satisfies all applicable independence and other regulatory requirements.

Meetings, Advisors and Reports

The Committee shall meet, either in person or telephonically, as often as its members deem necessary to perform its responsibilities and fulfill its duties, *provided*, that the Committee meet at least once a year.

The Committee shall have the authority to retain advisors (internal and external), including but not limited to third party search firms, to identify and assist in the evaluation of director candidates. The Committee shall also have the authority to terminate any such engagement and set the terms and fees therefor. The Company will provide for appropriate funding, as the Committee determines, for the payment of compensation for any such advisor.

The Committee will make regular reports to the Board and propose any action to the Board as it deems necessary.

The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall also annually evaluate its own performance.

Authority and Responsibilities

The Committee shall:

- Develop and recommend to the Board criteria for the selection of individuals to be considered as candidates for election to the Board. Criteria that shall be used in connection with selecting director candidates shall include the candidate's independence, as well as knowledge, experience and achievement, such that the Board reflects a broad range of talents, ages, skills and expertise
- Actively seek and identify individuals qualified to become members of the Board
- Review and evaluate director candidates, including candidates submitted by stockholders, and implement the Company's policies and procedures with respect to stockholder nominations
- Recommend for the Board's selection nominees for directors to be presented for stockholder approval at the annual meeting of stockholders
- As necessary, recommend to the Board director nominees to fill vacancies on the Board
- Advise the Board on committee member qualifications, appointments and removals (taking into account the functions of each committee and the qualifications of Board members), committee structure and operations, and committee reporting to the Board
- Recommend for the Board's selection nominees for members of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance and the chair of each such committee
- Develop policies and make recommendations to the Board regarding the size, structure and composition of the Board
- Oversee the evaluation of the Board and its committees, which may include developing and recommending an annual self-evaluation process
- Develop and recommend to the Board corporate governance policies and practices applicable to the Company, and monitor and review such policies and practices at least annually and recommend changes deemed necessary or appropriate by the Committee

- Monitor compliance with the Company's Code of Business Conduct and Ethics, and review such code and recommend any changes deemed necessary or appropriate by the Committee
- Generally advise the Board, as a whole, on corporate governance matters and perform any other activities consistent with this Charter

Disclosure

The Company will make available this Charter on its website at www.novavax.com