

# GENVEC, INC.

## Nominating and Corporate Governance Committee Charter

### *Status*

The Nominating and Corporate Governance Committee (the “Committee”) is a Committee of the Board of Directors (the “Board”) of GenVec, Inc. (the “Company”).

The members of the Committee shall be elected by the Board annually and shall serve until their successors have been duly elected and qualified. Unless a chair of the Committee is elected by the full Board (a “Chair”), the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The Committee may form and delegate authority to a subcommittee consisting of one or more members of the Committee to perform the functions of the Committee.

The Committee shall meet at least twice a year and at such other times as it deems necessary to fulfill its responsibilities. The Chair may represent the entire Committee, as a subcommittee, with respect to functions of the Committee undertaken between meetings.

This charter governs the operations of the Committee. The Committee shall review and reassess its charter at least annually and obtain the approval of the Board of Directors of any proposed changes in compliance with applicable rules and requirements of Nasdaq, the Securities and Exchange Commission, and any other applicable body.

### *Membership*

The Committee shall be comprised of at least three independent directors, as defined by Nasdaq listing standards.

### *Purposes*

The Committee’s primary purposes are to:

- Evaluate from time to time the appropriate size (number of members) of the Board and recommend any increase or decrease;
- Determine the desired skills and attributes of the members of the Board taking into account the needs of the business and Nasdaq listing standards;
- Establish criteria for prospective members, conduct candidate searches, interview prospective candidates, and oversee programs to introduce the candidate to the Company, its management, and operations;

- Annually recommend to the Board persons to be nominated for election as directors, including a chair of the of the Board;
- Recommend to the Board members of all standing Committees, including a chair of each standing Committee; and
- Adopt or develop for Board consideration corporate governance principles and policies.

### ***Stockholder Nominees for Board Membership***

The Committee will consider stockholder nominees for election to the Board submitted in accordance with the procedures in the Company's bylaws and applicable law.

### ***Board and Committee Evaluation***

At least annually, the Committee shall conduct a performance evaluation of the functions of the Board and each committee thereof.

### ***Report***

The Chair shall report to the Board at least twice annually, describing the actions taken by the Committee since the Chair's last report to the Board. The Committee shall maintain minutes or other records of Committee meetings and activities.

### ***Other***

The Committee shall have available to it outside advisers, including outside auditors, attorneys and consultants, as it deems necessary to discharge its responsibilities.

The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention issues.