

CALADRIUS BIOSCIENCES, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Caladrius Biosciences, Inc. (the “Company”) is to oversee the Company’s corporate governance procedures and policies, and to ensure that they represent best practices and are in the best interest of the Company and its shareholders. This includes establishing the appropriate criteria for nominating qualified candidates to the Board.

II. MEMBERSHIP AND PROCEDURES

A. Membership and Appointment

The Committee shall be comprised of at least two members of the Board, as shall be determined from time to time by the Board. Each member of the Committee shall be (i) an “independent director” as defined under the rules and regulations of The Nasdaq Stock Market (“Nasdaq”), and (ii) a “non-employee director” as defined in Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall hold office until their resignation or removal or until their successors shall be duly elected and qualified.

B. Removal

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Secretary of the Company, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

C. Chairperson

A chairperson of the Committee (the “Chairperson”) may be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee’s purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

D. Meetings, Minutes and Reporting

The Committee shall meet at least two times per year, or more frequently as circumstances dictate. All Committee members are expected to attend each meeting. All meetings of the Committee may be held in person, telephonically, via video-conference or by similar communications by which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at such meeting. The Committee may also take action by unanimous written consent.

The Committee shall keep minutes of the proceedings of the Committee. In addition to the specific matters set forth herein requiring reports by the Committee to the full Board, the Committee shall report such other significant matters as it deems necessary concerning its activities to the full Board. The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a Director and shall have no membership or voting rights by virtue of the position.

E. Delegation

The Committee may, by resolution passed by a majority of the Committee members, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

F. Authority and Resources

The Committee shall have reasonable access to the Company's personnel and documents as necessary to carry out its responsibilities. In the course of its duties, the Committee shall have the authority, at the Company's expense and without needing to seek approval for the retention of such advisors or consultants from the Board, to retain and terminate consultants (including search firms to be used to identify candidates to serve as directors), legal counsel, or other advisors, as the Committee deems advisable, including the sole authority to approve any such advisers' fees and other retention terms.

III. RESPONSIBILITIES AND DUTIES

The following shall be the principal responsibilities and duties of the Committee, authorization for which has been provided by the Board. These items are set forth as a guide, with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities:

1. Establish the criteria and determine the desired qualifications, expertise and characteristics of the Board, with the goal of developing a diversity of background and experience on the Board. At a minimum, nominees for service on the Board must meet the threshold requirements set forth in the *Nominating and Governance Committee Policy Regarding Qualifications of Directors* attached as Appendix A hereto
2. Consider and recruit qualified candidates, in consultation with the Company's Chairman and Chief Executive Officer, for membership on the Board.
3. Consider the size, composition and needs of the Board and evaluate and recommend qualified candidates for election to the Board consistent with the established criteria to ensure the Board has the appropriate skills and expertise. The Committee shall recommend to the Board each year the director nominees for election at the next annual meeting of shareholders. Upon the recommendation of the Committee, the Board may appoint a director to the Board during the course of the year to serve until the next annual meeting of shareholders. The Committee may evaluate and make recommendations to the Board of Directors concerning the appointment of directors to Board committees, the selection of Board committee chairs, and propose the slate of directors for election to the Board.
4. Evaluate and make recommendations to the Board regarding the structure and operations, size, and composition of the Board committees, committee member qualifications, committee member appointment and removal, and committee reporting to the Board.
5. Review and assess at least annually the independence of the members of the Board, including whether a majority of the Board continue to be independent within the meaning under Nasdaq.
6. Oversee and periodically review the Company's process for shareholders to nominate directors to the Board; and consider nominations properly submitted by the Company's shareholders in accordance with the procedures set forth in the Company's Bylaws. Corporate Governance
7. Generally, advise the Board on corporate governance matters and recommend to the Board appropriate or necessary actions to be taken by the Company, the Board and the Board's committees.
8. Identify best practices and develop and recommend to the Board a set of corporate governance guidelines (the "Corporate Governance Guidelines") applicable to the Company.
9. Review and assess on at least an annual basis the adequacy of this Charter, Company's Code of Conduct and other corporate governance policies, and make

recommendations to the Board of modifications as appropriate.

10. Establish criteria for and oversee the process for and lead the annual performance self-evaluations of the Board and each Committee
11. Periodically assess and make recommendations to the Board regarding shareholder rights plans and other shareholder protections, as appropriate.
12. Oversee the processes for identifying and reviewing potential related party transactions with directors and executive officers.
13. Review actual and potential conflicts of interests of Board members and executive officers.
14. Oversee and review annually the Company's policies and programs concerning: (i) corporate social responsibility; (ii) public policy; (iii) philanthropy; (iv) political activities and expenditures; (v) the Company's participation and visibility as a global corporate citizen; and (vi) the Company's sustainability performance, including impacts to our business of environmental, social and governance issues.
15. Annually monitor compliance under the stock ownership guidelines as set by the Compensation for the Board and executive officers.
16. Implement and oversee the processes for evaluating the Board, its committees and the CEO on an annual basis.
17. Oversee succession planning for the Chief Executive Officer.
18. Recommend that the Board establish special committees as may be desirable or necessary from time to time to address business, ethical, legal or other matters.
19. Oversee the management of risks that may arise in connection with the Company's governance structures, processes and other matters set forth in this Charter, and report any risks to the Board.
20. Regularly report to the Board on the major items covered at each Committee meeting and make recommendations to the Board and management concerning such matters.
21. Review any shareholder proposals received for inclusion in the Company's proxy statement and recommend a response to the Board.
22. Oversee and periodically assess the Company's process for shareholder communication with the Board.
23. Perform such further functions as may be requested by the Board.

24. Perform any other activities required by applicable law, rules or regulations, including the rules of the SEC and Nasdaq; and perform other activities consistent with this charter, the Company's corporate governance documents and governance laws, as the Committee or the Board deem necessary or appropriate.

Effective: As of October 25, 2012, as amended June 8, 2015, as further amended December 4, 2017, and as further amended on October 29, 2018.

APPENDIX A

Nominating and Governance Committee Policy Regarding Qualifications of Directors

The Nominating and Governance Committee (the “Committee”) of Caladrius Biosciences, Inc. (the “Company”) believes that members of the Company’s Board of Directors (the Board”) must possess certain basic personal and professional qualities in order to properly discharge their fiduciary duties to shareholders, provide effective oversight of the management of the Company and monitor the Company’s adherence to principles of sound corporate governance. It is therefore the policy of the Committee that all persons nominated to serve as a director of the Company should possess the minimum qualifications described in this Policy. These are only threshold criteria, however, and the Committee will also consider the contributions that a candidate can be expected to make to the collective functioning of the Board based upon the totality of the candidate’s credentials, experience and expertise, the composition of the board at the time, and other relevant circumstances. This Policy may be modified by the Committee from time to time.

1. Integrity and Ethical Values. Candidates should possess the highest personal and professional standards of integrity and ethical values.
2. Commitment. Candidates must be committed to promoting and enhancing the long-term value of the Company for its shareholders.
3. Absence of Conflicts of Interest. Candidates should not have any interests that would materially impair their ability to (i) exercise independent judgment, or (ii) otherwise discharge the fiduciary duties owed as a director to the Company and its shareholders.
4. Fair and Equal Representation. Candidates must be able to represent fairly and equally all shareholders of the Company without favoring or advancing any particular shareholder or other constituency of the Company.
5. Achievement. Candidates must have demonstrated achievement in one or more fields of business, professional, governmental, community, scientific or educational endeavor, and possess mature and objective business judgment and expertise.
6. Oversight. Candidates are expected to have sound judgment, derived from management or policy-making experience (which may be as an advisor or consultant), that demonstrates an ability to function effectively in an oversight role.

7. Business Understanding. Candidates must have a general appreciation regarding major issues facing public companies of a size and operational scope similar to the Company. These include:
 - contemporary governance concerns;
 - regulatory obligations of a public issuer;
 - strategic business planning;
 - competition in a global economy; and
 - basic concepts of corporate accounting and finance.
8. Available Time. Candidates must have, and be prepared to devote, adequate time to the Board and its committees. It is expected that each candidate will be able to arrange their business and professional commitments, including service on the boards of other companies and organizations, so that they are available to attend the meetings of the Company's Board and any committees on which they serve, as well as the Company's annual meeting of shareholders.
9. Board Policies. The candidate's election must not conflict with any applicable Board policies.
10. Limited Exceptions. Under exceptional and limited circumstances, the Committee may approve the candidacy of a nominee who does not satisfy all of these requirements if it believes the service of such nominee is in the best interests of the Company and its shareholders.
11. Additional Qualifications. In approving candidates to be recommended for election as director, the Committee will also assure that:
 - at least a majority of the directors serving at any time on the Board are independent, as defined under the rules of The American Stock Exchange or such other securities exchange or market on which the Company's securities are traded;
 - at least three of the directors satisfy the financial literacy requirements required for service on the audit committee under the rules of The American Stock Exchange or such other securities exchange or market on which the Company's securities are traded;
 - at least one of the directors qualifies as an audit committee financial expert under the rules of the Securities and Exchange Commission; and
 - the independent directors should have general familiarity with an industry or industries in which the Company conducts a substantial portion of its business or in related industries.