

KERYX BIOPHARMACEUTICALS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Keryx Biopharmaceuticals, Inc. (the “Company”) to (1) identify individuals qualified to become Board members, (2) recommend director nominees to the Board for the next annual meeting of stockholders, (3) evaluate the overall effectiveness of the Board, (4) develop, monitor and evaluate applicable corporate governance practices of the Company, and (5) perform such other responsibilities and duties enumerated in and consistent with this Charter or as otherwise determined by the Board.

Membership

The Committee shall consist of at least three independent members of the Board. Each Committee member shall satisfy the independence requirements of The Nasdaq Stock Market and other applicable laws, rules and regulations governing independence, as determined by the Board.

Members of the Committee shall be appointed by the Board and shall serve at the discretion of the Board.

The Board shall designate a Chairperson for the Committee. The Chairperson shall preside at all meetings of the Committee and exercise and perform other powers and duties as may be assigned by the Board. In the absence of the Chairperson at any meeting of the Committee, the members of the Committee may designate a Chairperson by majority vote.

Authority, Responsibilities and Duties

With respect to nominating and governance functions, the Committee has the following authority, responsibilities and duties:

1. Identify and review individuals believed to be qualified to become directors for recommendation to the Board (Procedures of the Committee are attached hereto as Exhibit A). The Committee shall consider all pertinent issues and factors bearing on the qualifications of candidates in light of such criteria. Such factors may include, but are not limited to:
 - Independence and no conflict of interest that would interfere with performance as a director;
 - Character and integrity;
 - Financial literacy;
 - Level of education and business experience;
 - Sufficient time to devote to Board matters; and

- Commitment to represent the long-term interests of the Company's stockholders.

At a minimum, however, nominees for service on the Board must meet the threshold requirements set forth in the *Nominating and Corporate Governance Committee Policy Regarding Qualifications of Directors* attached as Appendix A hereto.

2. Recommend to the Board the director nominees for the next annual meeting of stockholders.
3. Recommend to the Board the director nominees for each Board committee.
4. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy.
5. Recommend the appropriateness of the size of the Board relative to its various responsibilities.
6. Review the overall composition and leadership structure of the Board, taking into consideration the experience and expertise of the directors, and make recommendations to the Board as necessary.
7. Assist the Board in its evaluation of the independence of the Company's directors in accordance with applicable legal and regulatory requirements.
8. Consider nominations and recommendations of candidates for the Board made by stockholders (Procedures of the Committee are attached hereto as Exhibit B).
9. Retain or terminate any professional search firm and other advisors, to the extent deemed appropriate by the Committee, to advise the Committee on director candidates, corporate governance matters or any other matters within the scope of this Charter.
10. Oversee and assess the effectiveness of the relationship between the Board and the management of the Company.
11. Review and make recommendations to the Board with respect to management succession planning.
12. Review issues and developments related to corporate governance matters and recommend governance standards to the Board as the Committee deems appropriate.
13. Consider and make recommendations to the Board concerning matters relating to the practices, policies and performance of the Board as the Committee deems appropriate.

14. Evaluate the current composition, organization and governance of each committee of the Board, including this Committee, and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
15. Oversee an annual internal self-evaluation of the Board and its committees by the Board, with periodic evaluations to be made by external consultants as deemed necessary by the Committee.
16. Make regular reports to the Board concerning the activities of the Committee.
17. Review and assess the adequacy of this Charter on a periodic basis and, if appropriate, recommend changes to this Charter to the Board.
18. Perform any other activities consistent with this Charter, the Company's Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated By-Laws, and other governance issues as the Committee or the Board deems appropriate.

Meetings, Structure, Operations

The Committee shall hold regular meetings based on a schedule determined by the Chairperson of the Committee; however, the Committee shall meet at least two times per year. For the purposes of transacting business at any meeting of the Committee, two members shall constitute a quorum.

The Committee may form and delegate to one or more subcommittees all or a portion of the Committee's authority, duties and responsibilities, and may establish such rules as it determines necessary or appropriate for its business.

Approved: March ____, 2018

Exhibit A

Director Evaluation Process

The Nominating and Corporate Governance Committee will evaluate new candidates to the Board by reviewing, among other information the Committee deems appropriate, their biographical information and qualifications. If the Committee determines that a candidate is qualified to serve on the Board in accordance with the Committee's Policy Regarding Qualifications of Directors attached to the Committee's Charter as Appendix A, such candidate will be interviewed by a member of the Committee, and the Chief Executive and Chief Operating Officers. Members of the Board will also have an opportunity to interview qualified candidates. The Committee will then determine, based on the background information and the information obtained in the interviews, whether to recommend to the Board that the Company nominate the candidate for approval by the stockholders to fill a directorship. With respect to an incumbent director whom the Committee is considering as a potential nominee for re-election, the Committee will review and consider, among other information the Committee deems appropriate, the incumbent director's service to the Company during his or her term, including the number of meetings attended, level of participation, and overall contribution to the Company in addition to such person's biographical information and qualifications.

Exhibit B

Stockholder Director Nominees Process

The Nominating and Corporate Governance Committee will consider written recommendations from stockholders for nominees to the Board, subject to the provisions of the Committee's Charter, including the Committee's Policy Regarding Qualifications of Directors attached to the Committee's Charter as Appendix A, and the Company's Amended and Restated By-laws.

Annual Meetings of Stockholders

Nomination of persons for election to the Board to be considered and acted upon by the stockholders may be brought before an annual meeting as is (A) specified in the notice of meeting for the annual meeting (or any supplement thereto) given by or at the direction of the Board (or a duly authorized committee thereof), (B) otherwise properly brought before the annual meeting by or at the direction of the Board (or a duly authorized committee thereof) or (C) properly brought before the annual meeting by any stockholder of the Company who is a stockholder of record at the time of giving of notice provided for in the Company's Amended and Restated By-laws and on the record date for the determination of stockholders entitled to notice of and to vote at the annual meeting, who is entitled to vote at the meeting, who is present (in person or by proxy) at the meeting and who complies with the notice provisions set forth in the Company's Amended and Restated By-laws as to such a nomination.

For any nomination, the stockholder must (i) have given Timely Notice (as defined below) thereof in writing to the Secretary of the Company, (ii) have provided any updates or supplements to such notice at the times and in the forms required by the Company's Amended and Restated By-laws and, (iii) together with the beneficial owner(s), if any, on whose behalf the nomination is made, have acted in accordance with the representations set forth in the Solicitation Statement (as defined below) required by the Company's Amended and Restated By-laws. To be timely, a stockholder's written notice must be received by the Secretary at the principal executive offices of the Company not later than the close of business on the one hundred and twentieth (120th) day nor earlier than the close of business on the one hundred fiftieth (150th) day prior to the one-year anniversary of the preceding year's annual meeting date; provided that, in the event the annual meeting is first convened more than thirty (30) days before or more than sixty (60) days after the one-year anniversary of the annual meeting date, or if no annual meeting was held in the preceding year, notice by the stockholder to be timely must be received by the Secretary of the Company not later than the close of business on the later of the ninetieth (90th) day prior to the scheduled date of such annual meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made (such notice within such time periods shall be referred to as "**Timely Notice**"). Such stockholder's Timely Notice shall set forth:

(A) as to each person whom the stockholder proposes to nominate for election or reelection as a director, all information relating to such person that

is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected);

(B) (1) the name and address of the stockholder giving the notice, as they appear on the Company's books, and the names and addresses of the other Proposing Persons (if any, and as defined below); (2) as to each Proposing Person, the following information: (aa) the class or series and number of all shares of capital stock of the Company which are, directly or indirectly, owned beneficially or of record by such Proposing Person, any of its affiliates or associates (as such terms are defined in Rule 12b-2 promulgated under the Exchange Act) or any other person acting in concert with them, including any shares of any class or series of capital stock of the Company as to which such Proposing Person, any of his, her or its affiliates or associates or any other person acting in concert with them has a right to acquire beneficial ownership at any time in the future, (bb) all Synthetic Equity Interests (as defined below) in which such Proposing Person, any of his, her or its affiliates or associates or any other person acting in concert with them, directly or indirectly, holds an interest including a description of the material terms of each such Synthetic Equity Interest, including without limitation, identification of the counterparty to each such Synthetic Equity Interest and disclosure, for each such Synthetic Equity Interest, as to (x) whether or not such Synthetic Equity Interest conveys any voting rights, directly or indirectly, in such shares to such Proposing Person, (y) whether or not such Synthetic Equity Interest is required to be, or is capable of being, settled through delivery of such shares and (z) whether or not such Proposing Person and/or, to the extent known, the counterparty to such Synthetic Equity Interest has entered into other transactions that hedge or mitigate the economic effect of such Synthetic Equity Interest, (cc) any proxy (other than a revocable proxy given in response to a public proxy solicitation made pursuant to, and in accordance with, the Exchange Act), agreement, arrangement, understanding or relationship pursuant to which such Proposing Person has or shares a right to, directly or indirectly, vote any shares of any class or series of capital stock of the Company, (dd) any rights to dividends or other distributions on the shares of any class or series of capital stock of the Company, directly or indirectly, owned beneficially by such Proposing Person that are separated or separable from the underlying shares of the Company, (ee) any proportionate interest in shares of the Company or Synthetic Equity Interests, held, directly or indirectly, by a general partnership in which such stockholder or beneficial owner, any of their respective affiliates or associates, or any other person acting in concert with them is a general or partner or, directly or indirectly beneficially owns an interest in a general partner, and (ff) any performance-related fees (other than an asset-based fee) that such Proposing Person, directly or indirectly, is entitled to based on any increase or decrease in the value of shares of any class or series of capital stock of the Company or any Synthetic Equity Interests (the disclosures to be made pursuant to the foregoing clauses (aa) through (ff) are referred to, collectively, as "**Material Ownership Interests**"); and (3) a description of the material terms of all agreements, arrangements or understandings (whether or not in writing) entered into by any Proposing Person, any of his, her or its affiliates or associates or any other person acting in concert with them with any other person for the purpose of acquiring, holding, disposing or voting of any shares of any class or series of capital stock of the Company;

(C) (1) a description of all agreements, arrangements or understandings in effect for any period of time within the immediately preceding three years by and between or among any of the Proposing Persons, or by and between or among any Proposing Persons and any other person (including, without limitation, any compensatory or otherwise monetarily beneficial agreement, arrangement or understanding with any proposed nominee(s)), pertaining to any nomination to be brought before the meeting of stockholders (which description shall identify the name of each other person who is party to such an agreement, arrangement or understanding), and (2) identification of the names and addresses of other stockholders (including beneficial owners) known by any of the Proposing Persons to support such nominations, and to the extent known the class and number of all shares of the Company's capital stock owned beneficially or of record by such other stockholder(s) or other beneficial owner(s);

(D) a representation that the stockholder is a holder of record of the Company entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose a nomination;

(E) a certification as to whether or not the stockholder and all other Proposing Persons have complied with all applicable federal, state and other legal requirements in connection with the stockholder's and each other Proposing Person's acquisition of shares of capital stock or other securities of the Company and the stockholder's and each other Proposing Person's acts or omissions as a stockholder (or beneficial owner of securities) of the Company; and

(F) a statement as to whether or not the stockholder giving the notice and/or the other Proposing Person(s), if any, will deliver a proxy statement and form of proxy to holders of at least the percentage of voting power of all of the shares of capital stock of the Company reasonably believed by the stockholder or each other Proposing Person to be sufficient to elect the nominee or nominees proposed to be nominated by such stockholder (such statement, the "**Solicitation Statement**").

The term "**Proposing Person**" shall mean the following persons: (i) the stockholder of record providing the notice of nominations proposed to be brought before a stockholders' meeting, and (ii) the beneficial owner(s), if different, on whose behalf any nomination proposed to be brought before a stockholders' meeting is made. The term "**Synthetic Equity Interest**" shall mean any transaction, agreement or arrangement (or series of transactions, agreements or arrangements), including, without limitation, any derivative, swap, hedge, repurchase or so-called "stock borrowing" agreement or arrangement, the purpose or effect of which is to, directly or indirectly:

(A) give a person or entity economic benefit and/or risk similar to ownership of shares of any class or series of capital stock of the Company, in whole or in part, including due to the fact that such transaction, agreement or arrangement provides, directly or indirectly, the opportunity to profit or avoid a loss from any increase or decrease in the value of any shares of any class or series of capital stock of the Company;

(B) mitigate loss to, reduce the economic risk of or manage the risk of share price changes for, any person or entity with respect to any shares of any class or series of capital stock of the Company;

(C) otherwise provide in any manner the opportunity to profit or avoid a loss from any decrease in the value of any shares of any class or series of capital stock of the Company; or

(D) or decrease the voting power of any person or entity with respect to any shares of any class or series of capital stock of the Company.

To be eligible to be nominated to be elected or reelected as a director, a person shall deliver to the Secretary of the Company, within the time period required for delivery of the stockholder's notice to which such statement relates under Section 2.09(a)(ii) of the Company's Amended and Restated By-laws in order to be a Timely Notice, written responses to all questions regarding such person's background and qualifications to serve as an independent director of the Company included in a questionnaire in a form which shall be provided by the Secretary of the Company, which shall be signed by such person and, if requested by the Board, accompanied by a written agreement, also in a form to be provided by the Secretary and signed by such person, containing representations and agreements that such person:

(A) is not, and will not become, a party to any agreement, arrangement or understanding with, and has not given any commitment to or assurance to, any other person as to how such first person, if elected as a director, will act or vote in his or her capacity as a director on any matter brought before the Board for consideration and action that has not been disclosed in response to such questionnaire, or any agreement, arrangement, understanding, commitment or assurance, whether or not disclosed in response to such questionnaire, that could reasonably be seen to limit or impair such first person's compliance with his or her duties as a director;

(B) is not, and will not become a party to, any agreement, arrangement or understanding with any other person other than the Company with respect to any direct or indirect compensation, reimbursement or indemnification in connection with such person's serving as a director which has not be disclosed in response to such questionnaire; and

(C) would be if he or she had been elected or reelected as a director as of the date of such agreement, and shall remain, in compliance with all confidentiality, conflict of interest and other obligations under applicable law or the Company's policies and guidelines applicable to directors of the Company generally which have been disclosed to him or her or which are publicly available.

A stockholder providing Timely Notice of any nomination proposed to be brought before an annual meeting shall further update and supplement such notice, if necessary, so that the information (including, without limitation, the Material Ownership Interests information) provided or required to be provided in such notice pursuant to the Company's

Amended and Restated By-laws shall be true and correct as of the record date for the meeting and as of the date that is ten (10) business days prior to such annual meeting, and such update and supplement shall be received by the Secretary at the principal executive offices of the Company not later than the close of business on the fifth (5th) business day after the record date for the annual meeting (in the case of the update and supplement required to be made as of the record date), and not later than the close of business on the eighth (8th) business day prior to the date of the annual meeting (in the case of the update and supplement required to be made as of ten (10) business days prior to the meeting).

Notwithstanding anything in the second sentence of Section 2.09(a)(ii) of the Company's Amended and Restated By-laws to the contrary, in the event that the number of directors to be elected to the Board is increased and there is no public announcement naming all of the nominees for director or specifying the size of the increased Board made by the Company at least ten (10) days before the last day a stockholder may deliver a notice of nomination in accordance with the second sentence of Section 2.09(a)(ii) of the Company's Amended and Restated By-laws, a stockholder's notice required by the Company's Amended and Restated By-laws shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be received by the Secretary of the Company not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by the Company.

Special Meetings of Stockholders

Nominations of persons for election to the Board to be considered and acted upon by the stockholders shall not be brought before a special meeting of stockholders to be considered by the stockholders unless such special meeting is held in lieu of an annual meeting of stockholders, in which case such special meeting in lieu thereof shall be deemed an annual meeting for purposes of the Company's Amended and Restated By-laws and the provisions of Section 2.09(a) of the Company's Amended and Restated By-laws shall govern such special meeting.

Appendix A

Nominating and Corporate Governance Committee Policy Regarding Qualifications of Directors

The Nominating and Corporate Governance Committee (the “Committee”) of Keryx Biopharmaceuticals, 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 stockholders, 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 at least 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 stockholders.
3. Absence of Conflicts of Interest. Candidates should not have any interests that would materially impair his or her ability to (i) exercise independent judgment, or (ii) otherwise discharge the fiduciary duties owed as a director to the Company and its stockholders.
4. Fair and Equal Representation. Candidates must be able to represent fairly and equally all stockholders of the Company without favoring or advancing any particular stockholder 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. Diversity. The Committee will consider issues of diversity among its members in identifying and considering nominees for director, and will

strive where appropriate to achieve a diverse balance of backgrounds, perspectives, experience, age, gender, ethnicity and country of citizenship on the Board and its committees.

8. 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.
9. 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 stockholders.
10. Board Policies. The candidate's election must not conflict with any applicable Board policies.
11. 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 stockholders.
12. 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 NASDAQ Stock Market LLC;
 - at least three of the directors satisfy the financial literacy requirements required for service on the audit committee under the rules of The NASDAQ Stock Market LLC;
 - 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.