

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: December 13, 2016

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 Company 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. To be timely, a stockholder's notice must be received by the Secretary at the principal executive offices of the Company as follows: (a) in the case of an election of directors at an annual meeting of stockholders, not less than 60 days nor more than 90 days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is advanced by more than 20 days, or delayed by more than 60 days, from the first anniversary of the preceding year's annual meeting, a stockholder's notice must be so received not earlier than the ninetieth day prior to such annual meeting and not later than the close of business on the later of (i) the sixtieth day prior to such annual meeting and (ii) the tenth day following the day on which notice of the date of such annual meeting was mailed or public disclosure of the date of such annual meeting was made, whichever first occurs; or (b) in the case of an election of directors at a special meeting of stockholders, not earlier than the ninetieth day prior to such special meeting and not later than the close of business on the later of (i) the sixtieth day prior to such special meeting and (ii) the tenth day following the day on which notice of the date of such special meeting was mailed or public disclosure of the date of such special meeting was made, whichever first occurs.

The stockholder's notice to the Secretary shall set forth: (a) as to each proposed nominee (i) such person's name, age, business address and, if known, residence address, (ii) such person's principal occupation or employment, (iii) the class and number of shares of stock of the Company which are beneficially owned by such person, and (iv) any other information concerning such person that must be disclosed as to nominees in proxy solicitations pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended; (b) as to the stockholder giving the notice (i) such stockholder's name and address, as they appear on the Company's books, (ii) the class and number of shares of stock of the Company which are owned, beneficially and of record, by such stockholder, (iii) a description of all arrangements or understandings between such stockholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such stockholder and (iv) a representation that such stockholder intends to appear in person, by means of remote communications, if any, authorized by the Board in its sole discretion, or by proxy at the meeting to nominate the person(s) named in its notice; and (c) as to the beneficial owner, if any, on whose behalf the nomination is being made (i) such beneficial owner's name and address, (ii) the class and number of shares of stock of the Company which are beneficially owned by such beneficial owner, and (iii) a description of all arrangements or understandings between such beneficial owner and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made. In addition, to be effective, the stockholder's notice must be accompanied by the written consent of the proposed nominee to serve as a director if elected. The Company may require any proposed

nominee to furnish such other information as may reasonably be required to determine the eligibility of such proposed nominee to serve as a director of the Company.

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.