

GENENTA SCIENCE S.P.A.

CHARTER OF COMPENSATION, NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The Compensation, Nominating and Governance Committee (“**Committee**”) is a committee of the Board of Directors (the “**Board**”) of Genenta Science S.p.A. (the “**Company**”), established to help ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate corporate governance practices and standards.

Committee Membership

- The Committee shall be comprised of two directors, each of whom meets the independence requirements established by the Board and applicable laws, regulations and listing requirements of The Nasdaq Stock Market, as in effect from time to time.
- The Committee members shall be appointed by and serve at the discretion of the Board, acting by unanimous vote. The Board may remove any member from the Committee at any time, with or without cause, acting by unanimous vote.
- The Board may designate one member of the Committee as its Chairperson and in the absence of any such designation by the Board, the Committee shall designate by unanimous vote of the full Committee one member of the Committee as its Chairperson.

Meetings and Procedures

- The Committee shall report to the Board of Directors on its meetings and on any actions taken or decisions approved. The Board of Directors shall ensure that an appropriate summary of such actions and decisions is reflected in the minutes of the Board of Directors, in accordance with applicable laws and listing requirements.
- Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

Authority and Responsibilities

To the extent it deems necessary or appropriate, the Committee shall perform the following:

Compensation Activities

- At least annually review the Company's corporate goals and objectives relevant to the Executives' compensation; evaluate the Executives' performance in light of such goals and objectives; and, either as a Committee or, together with the other independent directors (as directed by the Board), determine and approve the Executives' compensation level based on this evaluation (and the Chief Executive Officer may not be present during voting or deliberations on his or her compensation). In determining the long-term incentive component of the Executives' compensation, the Committee will consider the Company's performance, the value of similar incentive awards to the Executives at comparable companies, the awards given to the Executives in past years and any relevant legal requirements and associated guidance of the applicable law.
- Attempt to ensure that the Company's compensation program is effective in attracting and retaining key employees, reinforce business strategies and objectives for enhanced shareholder value, and administer the compensation program in a fair and equitable manner consistent with established policies and guidelines.
- Administer the Company's incentive-compensation plans and equity-based plans, insofar as provided therein, and the Company's Compensation Recovery Policy.
- Make recommendations to the Board regarding approval, disapproval, modification, or termination of existing or proposed employee benefit plans.
- Approve any share option award or any other type of award as may be required for complying with any tax, securities, or other regulatory requirement, or otherwise determined to be appropriate or desirable by the Committee or Board.
- The Committee may propose to retain or obtain the advice of a compensation consultant, legal counsel or other adviser. However, any appointment, compensation or engagement shall be subject to prior review and approval by the Board of Directors. The Committee shall not have authority to commit the Company to any expenditure in this respect without the Board's prior authorization. The Company shall provide funding for such services only upon approval of the Board, including the related fees and retention terms.

- To the extent required by applicable U.S. securities laws and regulations, the Committee may review and recommend to the Board the approval of the compensation disclosure and analysis prepared by the Company's management for inclusion in the Company's proxy statement, annual report or equivalent filings with the SEC.
- Review and assess the adequacy of this charter annually.

Board Compensation

- Evaluate director compensation, consulting with outside consultants and/or management, when appropriate, and make recommendations to the Board regarding director compensation.

Corporate Governance Generally

- Develop and recommend to the Board a set of corporate governance principles and practices.
- Review annually the Company's corporate governance principles and practices, the Company's compliance with these principles and practices, and recommend changes, as appropriate.
- Oversee compliance by the Board and its committees with applicable laws and regulations, including the stock exchange rules and regulations and SEC rules and regulations.

Conflicts of Interest

- Review and monitor the Company's Code of Ethics.
- Consider questions of possible conflicts of interest of members of the Board and of corporate officers and review actual or potential conflicts of interest involving members of the Board or officers of the Company and make determinations accordingly.

In performing its responsibilities, the Committee may propose to hire or obtain advice, reports or opinions from internal or external counsel and expert advisors. The retention or termination of any such parties, including search firms to identify director candidates, as well as the approval of related terms and fees, shall be subject to prior review and approval by the Board of Directors.