

**CHARTER OF THE  
COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS  
OF OPGEN, INC.**

This Compliance Committee Charter (“Charter”) was adopted by the Board of Directors (the “Board”) of OpGen, Inc., a Delaware corporation (the “Company”), effective as of September 24, 2015.

**I. Purpose**

The Compliance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of OpGen, Inc. (the “Company”) that has general responsibility to oversee the Company’s compliance with local, state and federal laws, regulations and guidelines, and with its business conduct and ethics programs, policies and procedures. The purpose of the Committee is to: (i) oversee the Company’s implementation of compliance programs, policies and procedures that are designed to respond to the various compliance, legal and regulatory risks facing the Company; (ii) assist the Audit Committee of the Board (the “Audit Committee”) in fulfilling the Audit Committee’s oversight responsibility for the Company’s risk assessment and risk management activities relating to the integrity of the Company’s financial statements; and (iii) perform any other duties as directed by the Board.

The Committee’s responsibilities are limited to oversight of the Company’s non-financial compliance matters, including the Company’s overall compliance programs, policies and procedures, significant legal or regulatory compliance exposures and material reports to or inquiries from government or regulatory agencies. The Audit Committee shall retain sole oversight over matters of financial compliance including auditing, financial planning and disclosures to investors.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s governing documents and/or as may be required by applicable law or stock exchange rules. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. Subject to applicable law and the Company’s governing documents, while acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by applicable law and the Company’s governing documents, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

## **II. Membership**

The Committee shall consist of no fewer than three (3) members of the Board, each of whom shall satisfy the independence requirements of the Nasdaq Capital Market, subject to applicable transition provisions or exceptions.

The members of the Committee shall be appointed and may be removed, with or without cause, by the Board. Unless designated by the Board, the Committee may designate a chair of the Committee (the “Chair”) by majority vote of the full Committee membership.

## **III. Meetings and Procedures**

The Chair (or in his or her absence, a member designated by the Committee) shall preside at each meeting of the Committee. The Committee shall establish its own agenda and shall maintain minutes of its meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s governing documents that are applicable to the Committee.

The Committee shall meet at least twice during each fiscal year and more frequently as the Committee deems desirable. The Committee shall meet separately, periodically, in executive session with certain members of the Company’s management (as requested by the Chair).

A majority of the total number of Committee members shall constitute a quorum of the Committee, and the Committee shall act by the affirmative vote of a majority of the members at a meeting or by unanimous written consent. In the event that a quorum is not present, the Committee members present, by majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall be present. At any reconvened meeting following such an adjournment at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

All directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company’s management or any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-employee director that is not a member of the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate without the approval of management or the Board. The Committee may also utilize the services of the Company’s regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any

advisors retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee.

The Chair will report regularly to the Board, on the Committee's activities, findings and recommendations, including the results of the Committee evaluation. The report to the Board may take the form of an oral report by the Chair or by any other member of the Committee designated by the Chair to make such report. The Company Secretary shall assist the Committee in maintaining minutes or other records of meetings and activities.

#### **IV. Responsibilities and Duties**

The Committee shall have the following responsibilities and duties:

1. Monitor the Company's efforts to implement compliance programs, policies and procedures that comply with local, state and federal laws, regulations and guidelines, respond to various compliance and regulatory risks facing the Company and support lawful and ethical business conduct by the Company's employees.
2. Review significant compliance risk areas, as identified by management, and the steps management has taken to monitor, control and report such compliance risk areas.
3. Discuss with management on a periodic basis the adequacy and effectiveness of the Company's policies and procedures to assess, monitor, and manage non-financial compliance business risk, and legal, ethical and regulatory compliance programs (e.g., the Company's Compliance Program and Code of Business Conduct (the "Code")).
4. Monitor compliance with the Code, authorize waivers of the Code in accordance with the terms thereof, investigate any alleged breach or violation of the Code, enforce the provisions of the Code and review the Code periodically and recommend changes, if any, to the Board for approval.
5. Oversee the investigation of, and may also request the investigation of, any significant instances of noncompliance with laws or the Company's compliance programs, policies or procedures, or potential compliance violations that are reported to the Committee; provided, however, that any such matters related to financial noncompliance or potential financial compliance violations shall be directed to the Audit Committee for investigation.
6. Review the Company's procedures for the receipt, retention and treatment of complaints received by the Company regarding non-financial compliance matters and for the confidential, anonymous submission by employees of the Company of concerns regarding questionable non-financial compliance matters.
7. Meet to review and assess the Company's Compliance Program at least annually.
8. Report regularly to the Board regarding the activities of the Committee.

9. Annually review and report to the Board on its own performance and on the adequacy of this Charter and, in each case, recommend changes, if any, to the Board for approval.

10. Take any and all actions and do or cause to be done any and all things – consistent with this Charter, the Company’s governing documents and applicable laws – that the Committee determines to be necessary or advisable with respect to the foregoing.

**V. Delegation of Duties**

In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.