

VERU INC.

DIRECTOR NOMINATION CRITERIA

The Nominating and Corporate Governance Committee believes that a nominee recommended for a position on the Corporation's Board of Directors must have an appropriate mix of director characteristics, experience, diverse perspectives and skills. Qualifications of a prospective nominee that may be considered by the Nominating and Corporate Governance Committee include:

- personal integrity and high ethical character;
- professional excellence;
- accountability and responsiveness;
- absence of conflicts of interest;
- fresh intellectual perspectives and ideas; and
- relevant expertise and experience and the ability to offer advice and guidance to management, based on that expertise and experience.

With respect to the nomination of an incumbent Director, the Nominating and Corporate Governance Committee will also evaluate the Director's past performance on the Board and committees of the Board, including level of attendance, preparedness, participation and candor.

The membership of the Board should also be appropriate to allow the Audit Committee to include at least one "audit committee financial expert" under the rules of the Securities and Exchange Commission and for compliance with the independence and other membership requirements for the Audit Committee and other committees specified by the applicable rules of the Nasdaq Stock Market or the American Stock Exchange and the Securities and Exchange Commission.

The Nominating and Corporate Governance Committee will consider any nominee recommended by a stockholder in accordance with the criteria specified in this policy and upon compliance with the procedures specified below. In

considering any potential new nominee to the Board of Directors, the Nominating and Corporate Governance Committee will in the first instance consider the independence of the potential nominee and the appropriate size of the Board and then the qualifications of the potential nominee based on the criteria set forth in this policy.

A stockholder who wishes to recommend a person or persons for consideration as a nominee for election to the Board of Directors must send a written notice by mail to the Corporation's Secretary that sets forth (1) the name, address (business and residence), date of birth and principal occupation or employment (present and for the past five years) of each person whom the stockholder proposes to be considered as a nominee; (2) the number of shares of the Common Stock beneficially owned (as defined by Section 13(d) of the Securities Exchange Act of 1934) by each such proposed nominee; (3) any other information regarding such proposed nominee that would be required to be disclosed in a definitive proxy statement to stockholders prepared in connection with an election of Directors pursuant to Section 14(a) of the Securities Exchange Act of 1934; and (4) the name and address (business and residence) of the stockholder making the recommendation and the number of shares of the Common Stock beneficially owned (as defined by Section 13(d) of the Securities Exchange Act of 1934) by the stockholder making the recommendation. The Corporation may require any proposed nominee to furnish additional information as may be reasonably required to determine the qualifications of such proposed nominee to serve as a Director of the Corporation. Stockholder recommendations will be considered only if received no less than 120 days nor more than 150 days before the date of the proxy statement sent to stockholders in connection with the previous year's annual meeting of stockholders.