



**QUINCE THERAPEUTICS, INC.**

**NOMINATING & CORPORATE GOVERNANCE  
COMMITTEE CHARTER**

**Purpose**

The purpose of the Nominating & Corporate Governance Committee (the "**Committee**") of the board of directors (the "**Board**") of Quince Therapeutics, Inc., a Delaware corporation (the "**Company**"), is to identify individuals qualified to serve as members of the Board, recommend nominees for election as directors of the Company, review and evaluate incumbent directors, develop and recommend to the Board corporate governance guidelines and provide oversight with respect to corporate governance and any related matters required by applicable law or the rules of the stock exchange on which the Company's shares are listed for trading or otherwise publicly quoted (the "**Listing Rules**").

The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.

**Membership & Organization**

The Committee shall be comprised of at least two (2) members of the Board. Such members shall be appointed by the Board and each member of the Committee shall serve at the discretion of the Board and may be replaced by the Board at any time or for any reason. Unless a chair is designated by the Board, the members of the Committee may appoint a chair of the Committee.

At any time during which the Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), each of the members of the Committee shall meet the independence requirements of the Listing Rules (except as otherwise permitted under such rules).

A majority of the total number of then-serving members of the Committee shall constitute a quorum for the transaction of business at Committee meetings. The approval of a majority of such quorum shall constitute a valid act of the Committee at a duly held Committee meeting. The Committee may also act by unanimous written consent of the then-serving members of the Committee.

**Authority & Responsibilities**

The Board has delegated certain authority to the Committee as set forth below. This description of authority is intended as a guide and the Committee may act and establish policies and procedures that are consistent with these guidelines or are necessary or advisable, in its discretion, to carry out the intent of the Board in delegating such authority and to fulfill the responsibilities of the Committee hereunder. The Committee is charged by the Board with the authority and responsibility to:

1. Recommend to the Board for determination the desired qualifications, expertise and characteristics of Board members, with the goal of developing a diverse, experienced and highly qualified Board.
2. Identify and evaluate individuals, including individuals proposed by the Company's stockholders, qualified to serve as members of the Board, consistent with criteria approved by the Board.
3. Review with the Board on an annual basis, in determining whether to recommend incumbent directors for re-election, the independence, skills and characteristics of Board members and the

Board as a whole to ensure that its membership reflects a diversity of talents, skills, background (which may include, among other things, age, gender, national origin, sexual orientation and identification, race, ethnicity and culture) and expertise necessary to provide sound and prudent oversight with respect to the operations and interests of the business.

4. Recommend to the Board nominees for election as directors of the Company at the next annual or special meeting of the Company's stockholders at which directors are to be elected.

5. Identify, evaluate and recommend to the Board individuals to fill any vacancies or newly created directorships that may occur between meetings of the Company's stockholders at which directors are to be elected.

6. Identify, evaluate and annually recommend to the Board the directors to be appointed to the chairmanship and committees of the Board.

7. Develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.

8. Cause to be prepared and recommend to the Board the adoption of corporate governance guidelines, and, at least annually, review and assess the guidelines and recommend changes for approval by the Board.

9. Oversee an annual evaluation of the Board and its committees (including the composition and organization thereof).

10. Periodically oversee an evaluation of the Company's corporate governance practices, and procedures and reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework, including its certificate of incorporation and bylaws.

11. Review and evaluate the Company's programs, policies and practices relating to social and environmental issues and impact to support the sustainable growth of the Company's businesses.

12. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.

13. Engage and terminate search firms, independent counsel and other advisers as the Committee determines necessary to carry out its responsibilities and approve the fees and service terms of such advisors.

14. Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any legal counsel or other advisers engaged by the Committee, and payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

15. Oversee and review the processes and procedures used by the Company to provide information to the Board and its committees, considering, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

16. Review periodically with the Chief Executive Officer the plans for succession to the offices of the Company's executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

17. Perform such other activities and functions as are required by law, the Listing Rules or provisions in the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.

The Board has simultaneously reserved to itself all authority delegated under the Nominating and Corporate Governance Committee Charter (this "**Charter**") to the Committee. This reservation of authority does not in any way limit the Committee's authority to act definitively on matters delegated to it under this Charter.

### **Meetings**

The Committee shall meet as often as it determines necessary, but it is anticipated that the Committee shall meet not less frequently than semi-annually. The Committee Chair may call Committee meetings and, in consultation with other Committee members, shall determine the frequency and length of Committee meetings and shall set agendas for such meetings consistent with this Charter. In the absence of a Committee Chair, a majority of the members of the Committee may call a meeting of the Committee. The Committee may invite such members of management to its meetings as it deems appropriate.

Except as otherwise provided in this Charter, the Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

### **Minutes & Reports**

The Committee shall make regular reports to the Board with respect to significant actions and determinations made by the Committee. The Committee shall maintain written minutes of its meetings and shall, to the extent deemed appropriate, record its summaries of recommendations to the Board in written form. The minutes and the recommendations, as applicable, shall be incorporated as part of the minutes of the Board.

### **Periodic Review**

The Committee will periodically but no less frequently than annually, review its own composition and performance and report on its conclusions to the Board. In addition, the Committee will periodically review this Charter and recommend to the Board any amendments for the Board's consideration and approval.

### **Compensation**

Members of the Committee shall receive such fees and/or equity grants ("**Compensation**"), if any, for their service as Committee members as may be determined by the Board in its sole discretion. Such Compensation may include, but not limited to, retainers or per meeting fees, as well as initial and annual grants. Compensation may be paid in such amount and form of consideration as is determined by the Board. Members of the Committee may not receive any compensation from the Company except the Compensation received as a member of the Board or any committee thereof.