



Vaxxinity, Inc. Nominating and Governance Committee Charter

Adopted and Approved
November 4, 2021

I. Authority

The Board of Directors (the “**Board**”) of Vaxxinity, Inc. (the “**Company**”) has adopted this charter (this “**Charter**”) for its Nominating and Governance Committee (the “**Committee**”).

II. Composition

A. Number and Qualifications

The Committee shall have at least two members. Except as otherwise permitted by applicable phase-in rules and exemptions, each member of the Board (“**Director**”) who serves on the Committee must be affirmatively determined by the Company to satisfy the requirements established by the Company’s Corporate Governance Guidelines, as well as the rules and regulations promulgated by the Securities and Exchange Commission (the “**SEC**”) and the corporate governance listing standards of the Nasdaq Stock Market (“**Nasdaq**”), to be considered an “independent” Director.

The members of the Committee shall not be required to meet the independence requirements of Nasdaq during any period in which the Company is a “controlled company” within the meaning of Nasdaq’s listing standards, unless the Board otherwise determines not to rely on the Nasdaq’s “controlled company” exemption. If the Company ceases to be a “controlled company” or the Board determines not to rely on Nasdaq’s “controlled company” exemption, the members of the Committee shall meet the independence requirements of Nasdaq within the periods required by Nasdaq’s phase-in rules applicable to companies who cease to be “controlled companies.”

B. Appointment

The Board, pursuant to the Company’s amended and restated bylaws (the “**Bylaws**”), upon the recommendation of the Committee, shall elect the chairperson and other members of the Committee on an annual basis, generally at the first meeting of the Board following the Company’s annual stockholders meeting. Vacancies on the Committee shall be filled by a vote of the Board.

C. Removal

The Board may remove a member of the Committee, or replace the chairperson, provided that the Board must, at all times, assure that the Committee will have, as soon as practicable, a chairperson and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.

D. Resignation

Any member of the Committee may resign therefrom at any time by delivering a letter of resignation to the Chairperson of the Board with a copy to the Lead Independent Director, if applicable, the chairperson of the Committee and the Secretary of the Company. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective has not been specified therein, then it shall take effect immediately upon its receipt by the Chairperson of the Board; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

III. Purpose and Responsibilities

Consistent with the Company's Corporate Governance Guidelines, and in addition to any other responsibilities which may be assigned from time to time to the Committee by the Board, the Committee shall assist the Board in carrying out its responsibilities relating to the Company's governance practices, CEO succession, and matters relating to the composition and evaluation of the Board. The Committee shall, in fulfilling these purposes, have the following authority and responsibilities:

A. Governance

1. General

The Committee has the general responsibility, on behalf of the Board, for overseeing the Company's corporate governance practices and profile, including, as appropriate, the legal standards, industry practices, investor views and potential benefits and risks associated with such governance practices and profile.

2. Governance Documents

The Committee is responsible for reviewing and recommending to the Board amendments to the Bylaws, the Company's certificate of incorporation (the "Certificate of Incorporation"), the charters for each committee of the Board. The Committee is also responsible for reviewing and recommending to the Board the Company's Corporate Governance Guidelines, Code of Conduct and Ethics and Insider Trading Policy and at least annually reviewing and making appropriate recommendations to the Board for revisions to the Corporate Governance Guidelines, the Code of Conduct and Ethics and the Insider Trading Policy.

3. Corporate Governance

As needed, the Committee is responsible for reviewing and making recommendations to the Board regarding Directors' proposed (i) service on other companies' boards or (ii) service on a greater number of boards or audit committees than is permitted by the Corporate Governance Guidelines and Audit Committee charter absent Board approval.

4. Committee Structure and Appointments

The Committee is responsible for periodically reviewing and making recommendations, if any, to the Board regarding the Board's committee structure, including the creation of new, or the elimination of existing, permanent or temporary committees of the Board. The Committee is

also responsible for recommending to the Board the appointment or removal of the chairperson of the Board's committees and the members of the Board's committees.

B. Director Nominations

1. Director Candidates

The Committee is responsible for identifying, reviewing, assisting in recruiting and recommending to the Board a diverse pool of individuals qualified to become Directors, consistent with the criteria determined by the Board, to be nominated by the Board and submitted to a stockholder vote at the annual meeting of stockholders. This includes the responsibility for reviewing Board candidates proposed by a stockholder of the Company and making recommendations to the Board for approval by the Board with respect thereto (provided that such recommendations are made in compliance with the Company's Bylaws and stockholder recommendation policies and procedures). In the event of a newly created directorship or a vacancy on the Board, the Committee is responsible for recommending to the Board one or more candidates to fill such directorship or vacancy in accordance with the Certificate of Incorporation and Bylaws.

2. Criteria

In recommending candidates for election to the Board, the Committee shall take into consideration criteria established by the Board as set forth in the Corporate Governance Guidelines or established by the Committee, or as otherwise may be established by the Board from time to time. In advance of, and at the time of, recommending candidates to the Board, the Committee shall inform the Board of the criteria used in making the recommendation. The Committee may, from time to time and/or upon request of the Board, make recommendations for approval by the Board with respect to such criteria. The Committee shall also review any Company policy related to stockholder recommendations for Director nominees and make recommendations for approval by the Board with respect thereto.

3. Policy Statement Regarding Director Nominations

The process for reviewing Director candidates (including Director candidates recommended by the Company's stockholders as well as Director candidates proposed by any other source) is set forth below. This process is designed to enable the Committee to review Director candidates on an equal basis.

The following are the minimum qualifications that candidates for the Board must possess.

- **Age.** All Directors must be at least 21 years of age at the time they commence their term.
- **Personal Qualities.** All Directors must possess a demonstrated reputation for integrity, judgment, acumen and high professional and personal ethics.
- **Experience.** All Directors should have relevant experience as determined by the Board and/or Committee from time to time, which may include financial literacy

and/or significant experience at the policy-making level in business, government or life science sector.

- **Independence.** A majority of the Board and, unless otherwise determined by the Board, any newly nominated non-employee candidates for the Board must satisfy the requirements established by the Company's Corporate Governance Guidelines and, except as otherwise permitted by applicable phase in rules and exemptions, the rules and regulations of the SEC and the listing standards of Nasdaq, to be considered an "independent" Director.
- **Antitrust Requirements.** All Directors must also satisfy the requirements of Section 8 of the Clayton Antitrust Act of 1914.
- **Commitment.** All Directors must have the time, ability and willingness to make a constructive contribution to the Board, as well as a clear commitment to fulfilling their fiduciary duties and serving the interests of all the Company's stockholders.
- **Performance.** As set forth in the Corporate Governance Guidelines, incumbent Directors are expected to regularly attend meetings (and are expected to attend at least 75 percent of all Board and committee meetings to which Directors are required to attend), as well as the annual general meeting of stockholders, to stay informed about the Company and its businesses, to participate in the discussions of the Board and its committees, to comply with the applicable Company policies and to take an interest in the Company's businesses and provide advice and counsel to the Chairperson of the Board and the Chief Executive Officer.
- **Additional Qualifications.** As set forth in the Corporate Governance Guidelines, in evaluating Director candidates, the Committee assesses the Board's overall composition in light of the Company's current and expected structure and business needs, in order to assure that the Board has the appropriate combination and variety of experience, knowledge, skills, backgrounds, viewpoints and tenure as Directors, as well as other qualifications, to carry out effectively the Board's responsibilities. In light of those assessments, the Committee may seek candidates with certain skills, professional experience, background and other qualities.
- **Professional Skills Background.** New candidates for the Board should have experience at a public company or other firm, in government or a non-profit institution or be considered an authority on matters germane to the Company.
- **Diversity.** The Committee also believes it would be desirable for new candidates to contribute to the variety of viewpoints on the Board, which may be enhanced by a mix of, among other things, different professional, personal, gender and racial backgrounds and experiences. The Committee strives to meet and exceed any legal requirements regarding Board, executive and employee diversity.

- **Committee Membership Requirements.** In addition to satisfying the independence requirements that apply to Directors generally, the Committee believes that it would be desirable for new candidates for the Board to satisfy the requirements for serving on the Board's committees, as set forth in the charters for those committees and applicable regulations.
- **Corporate Directorships.** The Committee believes it may also be useful for candidates for the Board to have experience as a director of a widely-held public company.

C. CEO Succession and Leadership Performance

1. CEO Succession

The Committee is responsible for overseeing the CEO succession planning process, including an emergency succession plan, in the event of the death or disability of the CEO. The full Board is responsible for selecting the Chairperson of the Board and CEO (whether those positions are occupied by one or more individuals).

2. Leadership Performance

The Committee shall oversee the evaluation, at least annually, of management of the Company in general, while the Compensation Committee is responsible for reviewing the performance of management for compensation purposes.

D. Board Leadership and Performance

1. Leadership Structure of the Board

The Committee shall review and make recommendations to the Board regarding the leadership structure of the Board, including, as needed, recommendations with respect to Board size. The Committee shall review and make recommendations to the Board with respect to director resignations that are expressly conditioned upon the Board's acceptance in circumstances where a director's business or professional affiliations or responsibilities change substantially from the time they were first elected to the Board (due to retirement, resignation or otherwise).

2. Board Evaluation

The Committee is responsible for overseeing the Board's self-evaluation of its performance, which shall take place no less than annually.

3. Other Committee Evaluations

While each of the other committees of the Board is primarily responsible for conducting its own self-evaluation, the Committee shall be responsible for developing the overall framework for such committee evaluations.

E. Other Matters

1. Stockholder Proposals

The Committee is responsible for reviewing and making recommendations to the Board regarding the Company's response to validly made (pursuant to the SEC's Rule 14a-8 as well as the Certificate of Incorporation and the Bylaws) stockholder proposals for inclusion in the Company's annual proxy statement.

2. Stockholder Communications

The Committee is responsible for reviewing and making recommendations to the Board in reference to a process by which the Company's stockholders may send communications to Directors and the process for determining which communications will be relayed to Directors. The process for stockholder communications with the Board shall be disclosed in the Company's annual proxy statement.

3. Regulatory Oversight

The Committee is responsible for overseeing developments in law and practice relating to corporate governance and the Company's response thereto.

4. Orientation and Continuing Education

The Committee is responsible for developing, reviewing, maintaining and updating the Company's orientation programs for new members of the Board and continuing education programs for new members of the Board.

5. Environmental, Social and Governance Matters

The Committee is responsible for overseeing management's efforts with respect to environmental, social, governance ("ESG") and other corporate social responsibility matters and with respect to the publication of any ESG, corporate social responsibility or sustainability report.

6. Disclosure

The Committee will review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

IV. Committee Operations

A. Meeting Schedule

The Committee shall approve its schedule of meetings and shall meet at least annually. The Committee may hold additional meetings at the direction of the Committee chairperson or at the request of any Committee member. The Committee may meet in person, by telephone conference call or by video conference, and may act by unanimous written consent.

B. Agenda and Materials

The Committee chairperson shall approve the agenda for the meetings, and any member may suggest items for the Committee's consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.

C. Attendance at Meetings

The Committee, at the discretion of the Committee chairperson, may invite members of management and such other persons as it deems appropriate to carry out its responsibilities, to attend the Committee's meetings.

D. Executive Sessions

Unless the Committee determines otherwise, the Committee shall hold an executive session at each regularly scheduled meeting.

E. Voting

One-half of the Committee members, but not fewer than two, shall constitute a quorum. Each Committee member shall have one vote and actions at meetings shall be approved by a majority of the members present.

F. Delegation

Except as otherwise prohibited by law, the applicable corporate governance listing standards of Nasdaq, the Certificate of Incorporation or the Bylaws, the Committee may delegate its responsibilities to subcommittees or individuals.

G. Minutes

The Company's Office of the Corporate Secretary shall maintain minutes and other records of meetings and activities of the Committee.

H. Reporting to the Board

At the Board meeting following each Committee meeting, the Committee chairperson (or the chairperson's designee) shall report to the full Board on the Committee's actions and recommendations.

V. Committee Resources

To assist the Committee in fulfilling its responsibilities, (i) the Committee shall have full access to the books and records of the Company and any of its consolidated subsidiaries, (ii) each Committee member shall have full access to any member of management and (iii) the Committee may, in its sole discretion, retain consultants, counsel, search firms, and other advisors as it determines necessary to carry out its duties. The Committee will have sole authority and responsibility for hiring, approving the fees and retention terms for, overseeing the work of, and terminating the services of, such advisors.¹ The Committee shall not be required to implement or act consistently with the advice or recommendations of any advisor, and the authority to engage advisors granted to the Committee pursuant to this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties under this Charter.

The Company will provide appropriate funding, as determined by the Committee, for the administrative expenses of the Committee, and any advisors that the Committee may employ in carrying out its duties.

VI. Performance Evaluation and Review of Charter

The Committee shall conduct an evaluation of the Committee's performance at least annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes, and effectiveness.

The Committee shall also review this Charter at least annually. The Committee shall, as appropriate, make recommendations to management or the full Board as a result of its performance evaluation and review of this Charter.

VII. Conflicts Between Documents

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein, except where such action is required by applicable law or Nasdaq listing standards to be taken by the Committee.

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