

ONTERRIS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. Members. The Board of Directors (the “Board”) of Onterris, Inc. (the “Company”) appoints a Nominating and Corporate Governance Committee of at least three members, consisting entirely of independent directors, and designates one member as chairperson or delegates the authority to designate a chairperson to the Nominating and Corporate Governance Committee. For purposes hereof, an “independent” director is a director who meets New York Stock Exchange standards of “independence,” as determined by the Board.

2. Purpose, Duties and Responsibilities. The purpose, duties and responsibilities of the Nominating and Corporate Governance Committee are to engage in succession planning for the Board; identify individuals qualified to become Board members (consistent with criteria approved by the Board); recommend to the Board the Company’s director candidates for election at the annual meeting of stockholders; develop and recommend to the Board a set of corporate governance principles; and perform a leadership role in shaping the Company’s corporate governance. Among its specific duties and responsibilities, the Nominating and Corporate Governance Committee will:

- (a) Periodically review and recommend to the Board the skills, experience, characteristics and other criteria for identifying and evaluating directors.
- (b) Annually evaluate the composition of the Board to assess whether the skills, experience, characteristics and other criteria established by the Board are currently represented on the Board as a whole and in individual directors, and to assess the criteria that may be needed in the future.
- (c) Identify, review the qualifications of, and recruit candidates for election to the Board against criteria the Board has identified and consistent with the Company’s Corporate Governance Guidelines.
- (d) As part of the search process for each new director, endeavor to include qualified candidates with diverse viewpoints, backgrounds, experience and other demographics, in the pool of candidates from which Board nominees are chosen.
- (e) Assess the qualifications, contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- (f) Discuss succession planning for the Board and key leadership roles on the Board and its committees.
- (g) Establish procedures for the consideration of Board candidates recommended for the Committee’s consideration by the Company’s stockholders and consider candidates, if any, properly proposed by the Company’s stockholders.
- (h) Recommend to the Board the Company’s candidates for election or reelection to the Board at each annual stockholders’ meeting (or, if applicable, at a special meeting of stockholders).
- (i) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

- (j) Develop and recommend to the Board a set of corporate governance principles, and annually review these principles and recommend changes to the Board as appropriate.
- (k) At least annually review the Board's leadership structure and recommend changes to the Board as appropriate, and make a recommendation to the independent directors regarding the appointment of the lead independent director, if applicable.
- (l) Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.
- (m) Consult with other directors regarding the appointment of committee members and chairpersons, including the consideration of periodically rotating directors among the committees, and assist the full Board in making decisions regarding committee assignments.
- (n) Review and recommend to the Board retirement and other tenure policies for directors.
- (o) Review directorships at other for-profit organizations offered to directors and senior officers of the Company.
- (p) Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
- (q) Oversee succession planning for positions held by senior executive officers, and review succession planning and management development at least annually with the Board, including recommendations and evaluations of potential successors to fill these positions.
- (r) Oversee the orientation process for new directors and ongoing education for directors.
- (s) Oversee the evaluation of the Board and its committees.
- (t) Oversee the Company's stockholder engagement program (unless otherwise delegated to another committee of the Board with respect to a specific subject matter), and make recommendations to the Board regarding its involvement in stockholder engagement.
- (u) Oversee and make recommendations to the Board regarding sustainability matters relevant to the Company's business, including Company policies, activities and opportunities.
- (v) Annually evaluate the performance of the Nominating and Corporate Governance Committee and the adequacy of the Committee's charter and recommend changes to the Board as appropriate.

3. Subcommittees. The Nominating and Corporate Governance Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate.

4. Outside Advisors. The Nominating and Corporate Governance Committee will have the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the performance of its functions, including any search firm used to identify director candidates, and will receive appropriate funding, as determined by the Nominating and Corporate Governance Committee, from the Company for payment of compensation to any such outside counsel, experts and

other advisors and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Nominating and Corporate Governance Committee's duties.

5. Meetings. The Nominating and Corporate Governance Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Nominating and Corporate Governance Committee determines. The majority of the members of the Nominating and Corporate Governance Committee constitutes a quorum. The Nominating and Corporate Governance Committee will report regularly to the full Board with respect to its activities.

Last Amended: April 17, 2026