

**ONTERRIS, INC.**  
**PRINCIPLES OF CORPORATE GOVERNANCE**

*As amended April 17, 2026*

The Board of Directors (the “**Board**”) of Onterris, Inc. (the “**Company**”) has adopted the corporate governance principles set forth herein, (the “**Principles**”) as a framework for the governance of the Company. The Board’s primary responsibilities include providing oversight, counseling and direction to the management of the Company and in the interest and for the benefit of the Company, its stockholders, and other stakeholders. The Principles are intended to provide accountability, transparency, fairness and responsibility of the Board. The Nominating and Corporate Governance Committee (the “**Nominating Committee**”) reviews the Principles annually and recommends changes to the Board as appropriate.

**I. Role and Composition of the Board of Directors**

**A. Role of the Board**

The Board, which is elected by the Company’s stockholders, oversees the management of the Company and its business. The Board selects the senior management team, which is responsible for operating the Company’s business, and monitors the performance of senior management. Consistent with the oversight function of the Board, the Board’s core responsibilities, some of which may be carried out by one or more committees of the Board, include:

- (a) Assessing the performance of the Chief Executive Officer (the “**CEO**”) and other senior management and setting their compensation;
- (b) Planning for CEO and senior management succession and overseeing senior management development;
- (c) Reviewing the Company’s strategies and monitoring their implementation and results;
- (d) Overseeing the integrity of the Company’s financial statements and the Company’s financial reporting process;
- (e) Overseeing the Company’s processes for assessing and managing risk;
- (f) Overseeing legal and regulatory compliance;
- (g) Engaging in succession planning for the Board and key leadership roles on the Board and its committees;
- (h) Nominating the Company’s director candidates and appointing committee members;
- (i) Shaping effective corporate governance; and
- (j) Providing advice and counsel to management regarding significant issues facing the Company and reviewing and approving significant corporate actions.

**B. Size, Composition and Membership Criteria**

The Board determines the appropriate size of the Board from time to time, within the range of three to 15 directors, as specified in the Company’s Certificate of Incorporation. A majority of the Board shall be made up of independent directors. An “independent” director is a director who meets the New York Stock Exchange (“**NYSE**”) definition of independence, as determined by the Board. The Board

makes an affirmative determination regarding the independence of each director annually, based upon the recommendation of the Nominating Committee.

The Nominating Committee considers and makes recommendations to the Board regarding the size, structure, composition and functioning of the Board. In addition, the Nominating Committee consults with other directors regarding succession planning for the Board and key leadership roles on the Board and its committees. The Nominating Committee is also responsible for establishing and overseeing processes and procedures for the selection and nomination of directors.

The Nominating Committee periodically reviews, and recommends to the Board, the skills, experience, characteristics and other criteria for identifying and evaluating directors. The Board's criteria include, among others, the ability to uphold the Company's mission and the candidate's skills, education, professional, scientific and academic affiliations, experience, age, length of service, positions held, and geographies served.

The Nominating Committee evaluates the composition of the Board annually 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 in light of the Company's anticipated needs. The Board and the Nominating Committee also actively seek to achieve a diversity of viewpoints, backgrounds, experience and other demographics.

The Nominating Committee reviews the qualifications of director candidates and incumbent directors in light of the criteria approved by the Board and recommends the Company's candidates to the Board for election by the Company's stockholders at the annual meeting. The Nominating Committee also considers director candidates recommended by Company stockholders in accordance with the procedures set forth in the Company's proxy statement.

### **C. Board Leadership**

The Board is responsible for annually reviewing, establishing and maintaining the most effective leadership structure for the Company. The Board selects its chairman (the "**Chairman**") in a way that it considers in the best interests of the Company. The Board does not have a policy on whether the role of Chairman and CEO should be separate or combined and, if it is to be separate, whether the Chairman should be selected from the independent directors. The Board has determined, however, that if the Chairman is not an independent director, then there should also be a lead independent director, whose responsibilities will include: (a) presiding at meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors; (b) approving information sent to the Board; (c) approving the agenda and schedule for Board meetings to provide that there is sufficient time for discussion of all agenda items; (d) serving as liaison between the Chairman and the independent directors; (e) being available for consultation and communication with major stockholders upon request; and (f) such other responsibilities delegated thereto by the Board. The lead independent director will also have the authority to call executive sessions of the independent directors.

### **D. Change in Principal Occupation**

When a director's principal occupation or business association changes substantially during the director's tenure on the Board, the director must notify the Nominating Committee. The Nominating Committee will evaluate the continued appropriateness of the director's Board membership under the new

circumstances and make a recommendation to the Board as to any action to be taken with respect to such circumstances

#### **E. Term Limits**

The Board does not believe it is appropriate to subject directors to fixed term limits because the Board has determined that the knowledge, experience and continuity provided by those directors who have developed increasing insight into the Company and its operations over a period of time and who continue to meet the qualifications set forth in these Principles is valuable to the Board and the Company.

#### **F. Service on Other Boards and Audit Committees**

Directors are encouraged to limit the number of other boards on which they serve so as not to interfere with their service as a director of the Company. Ordinarily, directors may not serve on the boards of more than four public companies, including the Company's Board. Directors who are executive officers of public companies may not serve on the boards of more than one other public company, in addition to the Company's Board. Service on the boards of subsidiary companies with no publicly traded stock (or that issue only debt), non-profit organizations and private companies is not included in this calculation. Moreover, if a director sits on several mutual fund boards within the same fund family, it will count as one board for purposes of this calculation.

In addition, directors should advise the chairperson of the Nominating Committee in advance of accepting an invitation to serve on the board of another for-profit organization.

Members of the Audit Committee may not serve on the audit committees of more than two other public companies.

#### **G. Director Elections**

The Board is currently divided into three classes, approximately equal in number with staggered terms of three years each so that the term of one class expires at each annual meeting of stockholders. Beginning with the 2028 Annual Meeting of Stockholders, the declassification of our Board will be complete, and all directors will be subject to annual election for one-year terms.

#### **H. Director Resignation Policy**

Directors of the Company are elected by a plurality of the votes cast in the election of directors. Therefore, in an uncontested election of directors (i.e., an election in which the number of nominees equals the number of directors to be elected), the following director resignation policy will apply.

- (a) Promptly following the final voting report, any nominee who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election, is expected to tender his or her resignation for consideration by the Board. Any such resignation letter shall state that it will be effective only upon acceptance of the resignation by the Board. Subject to Paragraph (c), the Nominating Committee will meet to consider the tendered resignation offer and make a recommendation to the Board concerning the action, if any, to be taken with respect to the resignation offer.

- (b) The Board will consider and act upon the Nominating Committee's recommendation within 90 days of the meeting. In considering the resignation offer, the Nominating Committee and the Board will consider all factors they deem relevant, including, without limitation, the underlying reason for the vote result, if known, the director's contributions to the Company during his or her tenure, and the director's qualifications. The Board may accept the resignation offer, refuse the resignation offer, or refuse the resignation offer subject to such conditions designed to cure the underlying cause as the Board may impose.
- (c) Any director nominee who tenders a resignation offer pursuant to the foregoing policy will not participate, as a member of either the Nominating Committee or of the Board, in any deliberations concerning his or her resignation.
- (d) If the Board accepts a director's resignation offer pursuant to this process, the Nominating Committee will recommend to the Board and the Board will thereafter determine whether to fill the vacancy or reduce the size of the Board.
- (e) Within four business days of the decision regarding the tendered resignation offer, the Company will file with the SEC a report on Form 8-K disclosing the decision with respect to the resignation offer.

## **II. Functioning of the Board**

### **A. Agendas**

The Chairman of the Board establishes the agenda for each Board meeting, with the approval of the lead independent director, if applicable. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the chairperson of that committee. Directors are encouraged to suggest the inclusion of items on the agenda. Directors are also free to raise subjects at a Board meeting that are not on the agenda for that meeting.

### **B. Distribution and Review of Board Materials**

Board materials related to agenda items are provided to directors sufficiently in advance of Board meetings to allow directors to review and prepare for discussion of the items at the meeting. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the Board meeting.

### **C. Meetings**

The Board holds regularly scheduled meetings at least four times throughout the year and holds additional meetings as necessary to carry out its responsibilities. Directors are expected to attend, whether in person or telephonically, Board meetings and meetings of the Board committees on which they serve.

### **D. Executive Sessions**

The independent directors meet in regularly scheduled executive sessions, without management present, as determined by the independent directors. The lead independent director, if any, presides at executive sessions. If there is no lead independent director, the independent directors shall elect a director to preside at such executive sessions.

## **E. Strategic Planning**

The Board reviews the Company's long-term strategic plan at least annually and monitors implementation of the strategic plan throughout the year.

## **F. Risk Oversight**

The Board oversees the Company's risk management process. The Board executes its oversight responsibility directly and through its committees, who regularly report back to the Board. The committee charters provide additional insight on specific areas of risk oversight delegated to each committee. The Board exercises direct oversight of risks not delegated to a committee. The Board also receives regular updates from management regarding the Company's risk exposures and mitigation efforts.

## **G. Confidentiality**

Directors must protect and hold confidential all non-public information that comes to them, from whatever source, in their capacity as a director of the Company, unless disclosure is authorized or required by law. Proceedings and deliberations of the Board and its committees are confidential, except where disclosure is authorized or required by law.

## **H. Attendance at Annual Meeting of Stockholders**

Directors are expected to attend the annual meeting of stockholders absent unusual circumstances.

### **III. Structure and Functioning of Committees**

#### **A. Number, Structure and Independence of Committees**

The Board has three standing committees: Audit, Nominating and Corporate Governance and Compensation.

The Audit, Nominating and Compensation Committees shall consist solely of independent directors. In addition, directors who serve on the Audit Committee and the Compensation Committee must meet additional, heightened independence criteria applicable to audit committee members and compensation committee members under NYSE listing standards and Securities and Exchange Commission rules.

The Board may also establish and maintain other committees from time to time as it deems necessary and appropriate.

#### **B. Assignment of Committee Members**

The Nominating Committee consults with other directors regarding committee size, structure, composition, leadership and functioning.

#### **C. Responsibilities**

Each standing committee operates under a written charter that sets forth the purposes and responsibilities of such committee as well as qualifications for committee membership. Each standing

committee assesses the adequacy of its charter annually and recommends changes to the Board as appropriate. All committees report regularly to the full Board with respect to their activities.

#### **D. Meetings and Agendas**

The chairperson of each committee determines the frequency, length and agenda of the committee's meetings. Materials related to agenda items are provided to committee members sufficiently in advance of meetings to allow the members to review and prepare for discussion of the items at the meeting.

#### **IV. Director Access to Management and Advisers**

At the invitation of the Board, members of senior management may attend Board meetings or portions of meetings for the purpose of presenting matters to the Board and participating in discussions. Directors also have full access to members of the Company's management, subject to reasonable efforts to avoid disruption to the Company's business and operations.

The Board has the authority to retain such outside counsel, experts and other advisers as it determines appropriate to assist it in the performance of its functions. Each of the Audit Committee, the Nominating Committee and the Compensation Committee has similar authority to retain outside advisers as it determines appropriate to assist it in the performance of its functions.

#### **V. Director Compensation**

The Compensation Committee periodically reviews the compensation of directors. Director compensation is set by the Board based upon the recommendation of the Compensation Committee. Compensation consists of a combination of cash and equity. A substantial portion of director compensation is equity-based to assist in aligning directors' interests with the long-term interest of stockholders. Management directors do not receive compensation for service on the Board.

#### **VI. Stock Ownership Guidelines**

In order to align the interests of directors and executive officers with the long-term interests of the Company's stockholders, the Board has adopted stock ownership guidelines.

#### **VII. Succession Planning**

The Nominating Committee is responsible for oversight of succession planning for senior executive officers. At least annually, the Nominating Committee reviews with the Board succession planning and management development, including recommendations and evaluations of potential successors to fill the CEO and other senior executive positions. The succession planning process includes consideration of both ordinary course succession, in the event of planned promotions and retirements, and planning for situations where a senior executive officer unexpectedly becomes unable to perform the duties of his or her position.

#### **VIII. Formal Evaluation of the CEO**

The Compensation Committee is responsible for setting annual and long-term performance goals for the CEO, evaluating the CEO's performance against those goals, and setting the CEO's compensation

level based on this evaluation; provided, however, that if at any time the Compensation Committee does not consist of entirely independent directors then the Compensation Committee shall recommend the CEO's compensation to the independent directors for approval thereby. The CEO may not be present during voting or deliberations on his or her compensation.

#### **IX. Director Orientation and Continuing Education**

The Company may implement an orientation process for Board members that is designed to familiarize new directors with various aspects of the Company's business, including the Company's strategy, operations, finances, risk management processes, compliance program and governance practices. The Board encourages directors to participate in education programs to assist them in performing their responsibilities as directors.

#### **X. Board and Committee Performance Evaluations**

The Board conducts an annual self-evaluation to assess its performance. The Audit Committee, the Nominating Committee and the Compensation Committee conduct annual self-evaluations to assess their performance. The ability of individual directors to contribute to the Board is considered in connection with the re-nomination process. In addition, each director may annually evaluate his or her performance as a director.

The Nominating Committee is responsible for developing, administering and overseeing processes for conducting evaluations.

#### **XI. Stockholder Engagement**

To enable the Company to speak with a single voice, as a general matter, senior management serves as the primary spokesperson for the Company and is responsible for communicating with various constituencies, including stockholders, on behalf of the Company. Directors may participate in discussions with stockholders and other constituencies on issues where Board-level involvement is appropriate. In addition, the Board oversees the Company's stockholder engagement efforts, with assistance from the Nominating Committee and the Compensation Committee, which oversees stockholder engagement on the subject of executive compensation.

#### **XII. Political Contributions**

The Board oversees the Company's political contributions and the Company's policies and procedures regarding political contributions.

#### **XIV. Periodic Review of Principles**

These Principles will be reviewed annually by the Nominating Committee, who will make recommendations to the Board with respect to any changes, and may be amended by the Board from time to time.