

## ZENAS BIOPHARMA, INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. **PURPOSE.** The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Zenas BioPharma, Inc. (the “Company”) are to (i) identify individuals qualified to become members of the Board, (ii) recommend to the Board director nominees for the next annual meeting of stockholders as well as candidates to be added by action of the Board, (iii) develop and recommend to the Board a set of corporate governance guidelines, (iv) oversee policies and practices with respect to corporate social responsibility, environmental sustainability and climate-related matters, and (v) oversee the evaluation of the Board and its committees. The Committee reports to the Board. The Committee will fulfill these functions primarily by carrying out the activities enumerated in Section IV of this Charter.

### II. **COMPOSITION.**

1. **Number.** The Committee will consist of no fewer than three members of the Board, appointed to the Committee by the Board. Members of the Committee may be removed at the Board’s discretion.
2. **Independence.** Except as otherwise permitted by applicable phase-in rules and exemptions, each member of the Committee must meet any applicable independence requirements of the Nasdaq Stock Market LLC (“Nasdaq”).
3. **Chair.** Unless a Chair is elected by the Board, the members of the Committee will designate a Chair by majority vote of the full Committee membership. The Chair has authority to prepare agendas for committee meetings, presides over Committee meetings, determines subcommittee assignments, and reports to the Board on the Committee’s behalf, as well as to designate another member of the Committee to perform such functions in the Chair’s absence.
4. **Determinations Regarding Membership.** The Board will make all determinations regarding satisfaction of the membership requirements described above, and will review, at least annually, the Committee’s compliance with such requirements.

### III. **PROCEDURES AND ADMINISTRATION.**

1. **Meetings.** The Committee will hold regularly scheduled meetings and such special meetings as circumstances dictate. A majority of the Committee members or the Chair of the Committee may call a meeting of the Committee upon notice to each other member at least 24 hours prior to the meeting. Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission.
2. **Quorum.** A majority of the Committee members will constitute a quorum. The

Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee, provided that such alternate members satisfy all applicable criteria for membership on the Committee. In the absence or upon the disqualification of a member of the Committee, and in the absence of a designation by the Board of an alternate member to replace the absent or disqualified member, the member or members present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member, provided that such other member satisfies all applicable criteria for membership on the Committee.

3. Voting. Action may be taken by the Committee upon the affirmative vote of a majority of the members present, provided that a quorum is present at the time such action is taken.
4. Access to Management, Documents and Advisors. In order to carry out its duties, the Committee will have complete access to Company personnel and documents and to the Company's internal and outside legal counsel, and any other advisor the Committee deems necessary. In performing its responsibilities hereunder, the Committee may consider information provided by the Company's management, as appropriate.
5. Annual Self-Evaluation. The Committee will review, discuss and assess its performance as well as its role and responsibilities at least annually. Changes in role and/or responsibilities, if any, will be recommended to the full Board for approval.
6. Subcommittees. The Committee will have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee and to officers of the Company such responsibilities of the full Committee as may be permitted by applicable laws, rules or regulations and in accordance with the listing standards set forth by Nasdaq.
7. Charter. The Committee will review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

IV. **RESPONSIBILITIES AND POWERS**. The Committee has direct responsibility and power to perform the following duties:

- identify individuals qualified to become Board members, consistent with criteria approved by the Board, receive nominations for such qualified individuals and review recommendations put forward by the Chief Executive Officer (the "CEO"), review the appropriateness of continued service of current Board members, and recommend to the Board the director nominees for the next annual meeting of stockholders, taking into account

each candidate's ability, judgment and experience and the overall diversity and composition of the Board and the Company's current and future needs;

- recommend to the Board the classes on which such nominees should serve;
- review the appropriateness of nomination for an additional term when current director's term is scheduled to end;
- establish a policy under which stockholders of the Company may recommend a candidate to the Committee for consideration for nomination as a director;
- recommend to the Board qualified individuals to serve as committee members on the various Board committees;
- if a vacancy on the Board or any Board committee occurs, identify and recommend to the Board qualified candidates to fill such vacancy;
- review and recommend committee slates annually;
- assist the Board in developing and evaluating potential candidates for senior management positions (including CEO) and oversee the development and maintenance of plans for succession to senior management positions in the Company, including the CEO;
- develop and recommend to the full Board a set of corporate governance guidelines;
- review the corporate governance guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary;
- review the Company's practices and policies with respect to directors, including retirement policies, the size of the Board, service of non-employee directors, the meeting frequency of the Board and the structure of Board meetings and make recommendations to the Board with respect thereto;
- recommend to the Board or to the appropriate committee thereof processes for annual evaluations of the performance of the Board and the CEO for appropriate committees of the Board, and oversee such processes for annual evaluations;
- review the functions, duties and composition of the committees of the Board and make recommendations to the Board with respect thereto;
- oversee the Company's corporate social responsibility, environmental sustainability and climate program, including monitoring trends in legislation, regulation, litigation, and governance, reviewing related public disclosures, and making recommendations to the Board and management regarding additional corporate social responsibility, environmental sustainability and climate actions and areas of opportunity (in each case to the extent not within the purview of another Board committee);
- provide for new director orientation and continuing education for existing directors on a periodic basis;

- consider and report to the Board or the Audit Committee of the Board, as applicable, any questions of possible conflicts of interest of Board members; and
- report the Committee’s actions and any recommendations to the Board on a periodic basis.

V. **AUTHORITY AND RESOURCES OF THE COMMITTEE**. The Committee will have the authority, in its sole discretion, to select, retain, terminate and obtain the advice of a search firm to assist in the identification of director candidates as necessary to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee will set the compensation, and oversee the work, of the search firm. The Committee will have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this charter.

The Committee will receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to a search firm, outside legal counsel and other advisors. However, the Committee will not be required to implement or act consistently with the advice or recommendations of the search firm, outside legal counsel or other advisor to the Committee, and the authority granted in this charter will not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this charter.

Before retaining or seeking advice from a search firm, outside legal counsel, and other advisors (other than the Company’s in-house counsel), the Committee must take into consideration all factors relevant to the independence of such firm, counsel, or other advisor from management, including the factors set forth in the Nasdaq rules then in effect and any other applicable laws, rules or regulations.

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*Effective: September 12, 2024*