

CATALYST BIOSCIENCES, INC.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. Governance and Nominating Committee Purpose

The primary purposes of the Governance and Nominating Committee are to: (i) identify individuals qualified to become directors and committee members; (ii) recommend director nominees to the Board of Directors; (iii) develop and recommend approval of policies and guidelines relating to and generally oversee matters of corporate governance; (iv) lead the Board in an annual review of the Board and its committees; and (v) overseeing programs for education of members of the Board of Directors.

II. Governance and Nominating Committee Composition and Procedure

The Governance and Nominating Committee will consist of at least three members. Each member will qualify as an independent director under applicable NASDAQ rules, subject to any permitted exception under such rules.

The Board will appoint the members of the Governance and Nominating Committee, and each member will serve until his or her successor is appointed or until his or her earlier death, retirement, resignation or removal. The Board may remove any member of the Governance and Nominating Committee at any time, with or without cause. The Board will designate the chairman of the Governance and Nominating Committee or, if it does not do so, the members of the Governance and Nominating Committee will elect a chairman by majority vote. Subject to applicable law and NASDAQ rules, the Board will have the power at any time to change the size and membership of the Governance and Nominating Committee and to fill any vacancy on the Governance and Nominating Committee, provided that any new member satisfies the requirements of this Charter and applicable law and NASDAQ rules. The rules and procedures of the Governance and Nominating Committee will be governed by this Charter, any guidelines adopted by the Board from time to time, the Company's bylaws and applicable law.

The Governance and Nominating Committee will meet (either in person or by conference telephone or other means by which the Governance and Nominating Committee is permitted to meet) at least twice annually and such other times as it considers necessary or appropriate to carry out its responsibilities. Any of the chairman of the Governance and Nominating Committee, the chairman of the Board or the Company's chief executive officer may call meetings of the Governance and Nominating Committee.

The Governance and Nominating Committee will record and maintain minutes of its meetings. The chairman of the Governance and Nominating Committee or a Governance and Nominating Committee member designated by the chairman will make a report to the Board of the Governance and Nominating Committee's meetings, actions taken at meetings or by consent and recommendations made since the most recent Board meeting, in each case except to the extent such matter or matters have been addressed in an interim report circulated by the Governance and Nominating Committee.

III. Governance and Nominating Committee Authority and Responsibilities

A. Nominating. The Governance and Nominating Committee will:

1. evaluate periodically and, when appropriate, make recommendations to the Board concerning the criteria for Board membership, the size and composition of the Board and its committees and the chairmanship of the Board and its committees;
2. receive suggestions concerning, and evaluate, potential candidates for election to the Board, including self-nominations and validly submitted nominations from stockholders and other third parties;
3. seek, screen and interview individuals qualified to become Board members for recommendation to the Board as nominees;
4. recommend to the Board individuals to fill any vacancy that may occur from time to time on the Board;
5. recommend to the Board the slate of nominees to be proposed for election at each annual meeting of stockholders;
6. consider whether and how it takes into account diversity in identifying nominees; and
7. have the authority to retain on behalf of the Company, to approve the compensation and other terms of such retention and to terminate any search firm to be used to identify director candidates.

B. *Corporate Governance.* The Governance and Nominating Committee will:

1. Annually review and determine for each director or nominee the qualifications, attributes or skills that contribute to the Board's conclusion that the director/nominee should serve as a director;
2. consider the continued appropriateness of the Board's leadership structure;
3. review and recommend to the Board the directors to be appointed to each Board committee;
4. monitor and make recommendations to the Board regarding corporate governance matters;
5. review and make recommendations to the Board regarding stockholder proposals regarding corporate governance matters;
6. generally advise the Board on corporate governance matters;
7. identify and report to the Board, as appropriate, current and emerging trends with respect to social issues, diversity, environmental sustainability and public policy that may affect the Company's performance, operations, public image or stakeholders;
8. review and evaluate the Company's policies and practices and monitor the Company's efforts and risk oversight in the areas of social issues, diversity, environmental sustainability and public policy, and recommend changes for approval by the Board;
9. review, at least annually, the Company's Corporate Governance Guidelines and Code of Conduct and recommend any proposed changes to the Board for approval;

10. review periodically and report to the Board on succession planning for senior executives, which shall include plans for transitional leadership in the event of an unplanned vacancy; and
11. solicit input from all directors and conduct an annual review of the effectiveness of the Board and its committees and present to the Board its evaluation of the performance of the Board and its committees.

C. *Other.* The Governance and Nominating Committee will:

1. have the authority to form subcommittees of itself and delegate authority to such subcommittees in its sole discretion;
2. have the authority to request reports from internal or external sources on matters related to its authority, its duties as described in this Charter and on any subject that it considers related to its responsibilities;
3. have the authority to retain outside accountants, legal counsel and other advisors as it considers appropriate to assist and advise it in connection with its responsibilities and to approve related fees and engagement terms and will keep the Company's chief financial officer advised as to the general range of anticipated expenses;
4. review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval;
5. periodically review the effectiveness of the Governance and Nominating Committee; and
6. undertake such additional actions within the scope of its primary responsibilities as the Board determines.

Adopted: June 16, 2004
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