

**TEMPEST THERAPEUTICS, INC.**

**CHARTER OF THE NOMINATING AND CORPORATE  
GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**

**As adopted by the Board of Directors, effective July 1, 2021**

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**PURPOSE**

The primary purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Tempest Therapeutics, Inc. (the “*Company*”) shall be to (i) oversee the Company’s corporate governance functions on behalf of the Board, (ii) identify, evaluate and recommend individuals qualified to become members of the Board, consistent with criteria approved by the Board, (iii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and (iv) oversee the annual performance evaluation of the Board and its committees. The Committee shall also recommend directors to serve on all committees of the Board.

**COMPOSITION**

The Committee shall consist of at least two (2) members of the Board. The members of the Committee shall satisfy (i) the independence requirements imposed by any stock exchange on which any of the Company’s capital stock is listed, including any exceptions permitted by such requirements, and (ii) any other qualifications determined- by the Board or the Nominating and Corporate Governance Committee from time to time. The members of the Committee shall be appointed by and serve at the discretion of the Board, shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and may be removed by the Board in its discretion. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be appointed by the Board, or if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

**MEETINGS AND MINUTES**

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate to carry out its duties and responsibilities. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

Each member of the Committee shall have one vote. A majority of the Committee members shall constitute a quorum. The Committee shall be authorized to take any permitted

action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book. The Chairperson of the Committee shall report to the Board from time to time, or whenever so requested by the Board.

#### **AUTHORITY**

The Committee shall have full, unrestricted access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have access to and shall communicate with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable. The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors and consultants, as well as sole authority to retain and terminate executive search firms to help identify director candidates. The Committee shall have the authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses (including expenditures for external resources) that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee shall have authority to invite any of the Company's personnel, counsel, accountants or investment bankers, or any other consultant or advisor to the Company, to attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other, advisors or consultants.

The Committee may form and delegate authority to subcommittees as appropriate.

#### **RESPONSIBILITIES**

To implement the Committee's purpose, the Committee shall have the following responsibilities. The Committee may supplement and, except as otherwise required by applicable law or the requirements of any stock exchange on which any of the Company's capital stock is then listed, deviate from these activities as appropriate under the circumstances:

**1. *Director Nominations.*** The Committee shall identify, evaluate and recommend candidates to serve on the Company's Board consistent with the criteria approved by the Board, including consideration of the potential conflicts of interest as well as applicable independence and other requirements. The Committee shall also have responsibility for evaluating incumbent directors for nomination to be re-elected to the Board, as well as monitoring the size of the Board and making recommendations to the Board regarding any appropriate changes. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

**2. Board and Management Assessment.** The Committee shall annually review the performance of the Board, including Board committees, and management, and shall make recommendations to the Board and management, as applicable, for areas of improvement as it deems appropriate. The Committee shall also consider and assess the independence of directors, including consideration of any independence requirements imposed by any stock exchange on which any of the Company's capital stock is then listed.

**3. Board Committee Nominations.** The Committee shall oversee the Board's committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of any stock exchange on which any of the company's capital stock is then listed, the rules and regulations of the Securities and Exchange Commission and applicable law, shall recommend to the entire Board annually the chairpersonship and membership of each committee.

**4. Board Composition and Leadership.** The Committee shall assess annually the composition of the Board in light of the Company's operating requirements and other considerations the Committee deems appropriate, as approved by the Board, and recommend any appropriate changes to the Board. The Committee shall review the Board's leadership structure and review and approve Company disclosures relating to Board leadership.

**5. Annual Self-Evaluation Process.** The Committee shall provide oversight of an annual self-evaluation process to determine whether the Board and its committees and individual directors are functioning effectively and report the results of the self-evaluation process to the Board.

**6. Continuing Education.** The Committee shall institute such plan or program as it may deem appropriate for the orientation and continuing education of directors.

**7. Corporate Governance Guidelines.** The Committee shall develop a set of corporate governance guidelines to be applicable to the Company and shall periodically review and assess the Company's corporate governance, and shall recommend any changes deemed appropriate to the Board for its consideration.

**8. Corporate Governance Practices.** The Committee shall review emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations.

**9. Environmental, Sustainability and Governance.** The Committee shall oversee the Company's environmental, sustainability and governance efforts, progress and disclosures.

**10. Management Succession.** The Committee shall periodically review with the Chief Executive Officer the plans for succession for the Company's executive officers, as it sees fit, and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

**11. Reports to the Board.** The Committee shall report regularly to the Board on the activities of the Committee.

**12. *Committee Self-Assessment.*** The Committee shall review, discuss and assess its own performance at least annually, including a review of adherence to this charter. The Committee shall also periodically review and assess the adequacy of this charter and shall recommend any proposed changes to the Board for its consideration.

**13. *General Authority.*** The Committee shall perform such other functions and have such other powers, consistent with this charter, the Company's By-laws, governing law, the rules and regulations of any stock exchange on which any of the Company's capital stock is listed, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board.