

AN2 THERAPEUTICS, INC.

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

APPROVED BY THE BOARD OF DIRECTORS: February 18, 2022

EFFECTIVE: March 24, 2022

PURPOSE AND POLICY

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of AN2 Therapeutics, Inc., a Delaware corporation (the “*Company*”), shall consist of at least two members of the Board. No Committee member shall be an employee of the Company and each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board, in accordance with the applicable independence requirements of the Nasdaq Stock Market (“*Nasdaq*”), when and as required by Nasdaq. The members of the Committee and the Committee chairperson shall be appointed by the Board.

The purpose of the Committee shall be to (i) oversee all aspects of the Company’s corporate governance functions on behalf of the Board, (ii) make recommendations to the Board regarding corporate governance issues, (iii) identify, review, evaluate and recommend to the Board candidates to serve as directors of the Company, (iv) review and evaluate incumbent directors, (v) serve as a focal point for communication between such candidates, non-committee directors and the Company’s management, and (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company.

OPERATING PRINCIPLES AND PROCESSES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- ***Communication.*** Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.
- ***Committee Education/Orientation.*** Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company will enhance the effectiveness of the Committee.
- ***Resources.*** The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.

- **Reporting to the Board.** The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

MEETINGS AND MINUTES

The Committee will hold at least one regular meeting per year and additional meetings, as the Committee deems appropriate. Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The chairperson of the Committee will report to the Board from time to time, or whenever so requested by the Board. The Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book.

RESPONSIBILITIES

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

1. **Director Nominations.** The Committee has the responsibility of identifying, reviewing and evaluating candidates to serve on the Company's Board including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall will have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee will also recommend to the Board for selection candidates to the Board. The Committee will 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 of Directors, 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. The Board believes it is important to develop a diverse and experienced board of directors. In the context of the existing composition and needs of the Board and its committees, the Committee shall consider various factors, including, but not limited to, independence, age, diversity (including race, ethnicity, sexual orientation, gender identity, gender expression, age, education and cultural background), integrity, skills, financial and other expertise, breadth of experience and knowledge about the Company's business or industry.

2. **Board Assessment.** The Committee will periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills, diversity and expertise appropriate for the Company. In assessing the directors, both individually and collectively, the Committee may consider the current needs of the Board and the Company to maintain a balance of knowledge, experience, diversity and capability in various areas. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by Nasdaq. The results of these reviews shall be provided to the Board for further discussion as appropriate.

3. **Board Committee Nominations.** The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee.

4. **Stockholder Communications.** The Committee will periodically review and make recommendations to the Board regarding the Company's process for stockholder communications with the Board, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

5. **Review Possible Conflicts of Interest.** The Committee shall consider possible conflicts of interest of officers and directors as set forth in the Company's Code of Business Conduct and Ethics, including reviewing, as necessary, any officer's request to accept a directorship position with another company, and make recommendations to the Board to prevent, minimize or eliminate such conflicts of interest.

6. **Continuing Education.** The Committee will consider instituting a plan or program for the continuing education of directors.

7. **Corporate Governance Principles.** The Committee will develop a set of corporate governance principles to be applicable to the Company, will periodically review and assess these principles and their application, and shall recommend any changes deemed appropriate to the Board for its consideration. Further, the Committee will periodically review Company policy statements to determine their adherence to the Company's Code of Business Conduct and Ethics.

8. **Leadership Structure.** The Committee shall consider the Board's leadership structure, including the separation of the chairperson of the Board and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate. The Committee shall also review and discuss the narrative disclosure regarding the Board leadership structure and role in risk oversight to be included in any public filing with the Securities and Exchange Commission.

9. **Procedures for Information Dissemination.** The Committee will oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

10. **Certificate of Incorporation, Bylaws, Committee Charters and Code of Conduct.** The Committee shall review and assess the adequacy of the Company's Certificate of Incorporation and Bylaws, the charters of any committee of the Board and the Company's Code of Business Conduct and Ethics (the "**Governing Documents**") periodically in order to ensure compliance with any principles of corporate governance developed by the Committee and recommend to the Board for its consideration any necessary modifications to the Governing Documents, provided, however, that such recommendation shall not be necessary in order for the Board to make any modifications to the Governing Documents.

11. **Management Succession.** The Committee will periodically review with the Chief Executive Officer the plans for succession to the offices of the Company's executive officers and make

recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

12. *Self-Assessment.* The Committee will review, discuss and assess its own performance at least annually. The Committee will also periodically review and assess the adequacy of this charter, including the Committee's role and responsibilities as outlined in this Charter, and will 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 as may be necessary or appropriate in the discharge of any of the foregoing.