

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
LYELL IMMUNOPHARMA, INC.**

Adopted by the Board of Directors: April 19, 2021
Last Amended by the Board of Directors: December 13, 2023

PURPOSE AND POLICY

The primary purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Lyell Immunopharma, Inc. (the “*Company*”) is 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 and evaluate candidates to serve as directors of the Company consistent with criteria approved by the Board and review and evaluate incumbent directors; (iv) serve as a focal point for communication between such candidates, non-committee directors and the Company’s management; (v) select or recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of stockholders; and (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company, including director compensation.

The policy of the Committee, in discharging these obligations, is to promote best corporate governance practices, ensure the Board is comprised of only highly qualified directors, and foster an open avenue of communication between the Committee and management of the Company.

COMPOSITION

The Committee shall consist of at least two members of the Board. The members of the Committee shall satisfy the independence requirements imposed by the listing requirements of The Nasdaq Stock Market LLC, including any exceptions permitted by such requirements (the “*Exchange Rules*”), as determined by the Board. The members of the Committee shall be appointed by and serve until their successors are duly elected and qualified or their earlier resignation, removal, retirement, disqualification or death. The Board may remove or replace any member of the Committee, with or without cause. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s Chairperson shall be designated 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, provided that the Board may replace any Chairperson designated by the Committee at any time. The Chairperson (or in his or her absence, a member designated by the Chairperson) shall preside at all meetings of the Committee.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate, but in no event less than annually. The presence in person or by telephone of a

majority of the Committee's members shall constitute a quorum for any meeting of the Committee. All actions of the Committee will require (i) the vote of a majority of the members present at a meeting of the Committee at which a quorum is present or (ii) unanimous written consent of the members of the Committee then serving. Any actions by the Committee by unanimous written consent will be filed in the minute book. 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.

AUTHORITY

The Committee shall have authority to retain and determine compensation for, at the expense of the Company, special legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties, including executive search firms to help identify director candidates. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. Each member of the Committee shall have full 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 authority to require that any of the Company's personnel, counsel, accountants (including the Company's auditors) or investment bankers, or any other consultant or advisor to the Company 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 approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

OPERATING PRINCIPLES AND PROCESSES

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

1. ***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.
2. ***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.

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:

- 1. *Director Nominations.*** The Committee shall have the responsibility of identifying, reviewing and evaluating candidates to serve on the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall have primary responsibility for determining the minimum qualifications for service on the Board and the right to modify the qualifications from time to time. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for reelection to the Board, as well as monitoring the size of the Board. The Committee shall also select, or recommend to the Board for selection, candidates to the Board to serve as nominees for director for the annual meeting of stockholders. 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. 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 and Director Assessment.*** The Committee shall 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 (including having sufficient time to devote to the Company and level of participation), 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 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 the Exchange Rules. The Committee shall also consider the number of other professional obligations of the directors, including, specifically, the number of other boards of directors on which each director serves, in order to assess whether the directors have the time and availability to appropriately contribute to the Board

and fulfill their duties to the Company. The results of these reviews shall be provided to the Board for further discussion as appropriate.

3. ***Increase in Board Size.*** In the case of a director nominated to fill a vacancy on the Board due to an increase in the size of the Board, recommend to the Board, if applicable, the class of directors in which the director nominee should serve in accordance with any applicable provisions of the Company's certificate of incorporation, bylaws or any stockholders agreement to which the Company is a party.
4. ***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 the Exchange Rules, the rules and regulations of the United States Securities and Exchange Commission and applicable law, shall evaluate the performance of the members of the committees of the Board, review the composition of such committees and recommend to the entire Board annually the chairperson and membership of each such committee.
5. ***Board Meeting Procedures.*** The Committee shall assist the Board chair or lead director in developing effective Board meeting practices and procedures.
6. ***Continuing Education.*** The Committee shall consider the need and, if necessary, develop and institute a plan or program for the continuing education of directors.
7. ***Corporate Governance Principles.*** The Committee shall periodically review and assess the Company's Corporate Governance Guidelines and related principles, including their application, and shall recommend any changes deemed appropriate to the Board for its consideration.
8. ***Social Responsibility, Environmental and Sustainability Governance.*** The Committee shall periodically review and discuss with management the Company's programs, policies, and risks related to social responsibility, environmental and sustainability matters, including, but not limited to, material environmental, social, and governance trends and related long- and short-term Company impacts, and the steps the Company has taken to monitor or mitigate such exposures. The Committee shall make recommendations to the Board regarding, or take action with respect to, such matters.
9. ***Procedures for Information Dissemination.*** The Committee shall 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. ***Non-Employee Director Compensation.*** If requested by the Compensation Committee of the Board or the Board, the Committee shall assist the Compensation Committee of the Board or the Board in determining the compensation paid to non-employee directors for

their service on the Board and its committees and recommend any changes considered appropriate to the full Board for its approval.

11. **Management Succession.** The Committee shall periodically review with the Chief Executive Officer of the Company the plans for succession to the offices of the Company's Chief Executive Officer and other key executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.
12. **Oversight of Quality Assurance and Compliance.** The Committee shall periodically receive reports from the appropriate executives of the Company regarding the Company's quality assurance, corporate and healthcare compliance policies, programs and activities with respect to the development of drug candidates and, as applicable, commercialization of drug products in compliance with applicable laws and regulations. The Committee shall report any issue it deems appropriate to the full Board of Directors and shall take such other action, if any, as the Committee may deem necessary or advisable based on information reported to it.
13. **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.
14. **Stockholder Proposals.** Review annually any stockholder proposals submitted for inclusion in the Company's proxy statement and recommend to the Board any statements by the Company in response. Consider stockholder nominees for election to the Board at the Company's annual meeting of stockholders.
15. **Annual Evaluation and Charter Review.** The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also review and assess the adequacy of this charter at least annually, and shall recommend any proposed changes to the Board for its consideration and approval. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.
16. **Enabling Activities.** Perform any other activities required by applicable law, rules or regulations, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

The Committee may engage in such other activities, and establish such policies and procedures, from time to time as it deems necessary or advisable in implementing this Charter.

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules, the rules and regulations of the Commission, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated, and, unless the Committee alters or terminates such delegation, any action by the Committee on any matter so delegated shall not limit or restrict future action by such subcommittee on such matters.