

**EIKON THERAPEUTICS, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**Effective as of February 4<sup>th</sup>, 2026**

**I. PURPOSE**

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Eikon Therapeutics, Inc. (the “**Company**”) is to assist the Board in fulfilling its oversight responsibilities with respect to governance matters and the composition and responsibilities of the Board and the Company’s management. The Committee’s principal functions are 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; (vi) advise the Board and management on Company policies and practices regarding ethics and integrity that pertain to the Company’s responsibilities to its community and stakeholders and its special obligations as a biopharmaceutical company, excluding matters which fall under the purview of the Audit Committee; and (vii) make other recommendations to the Board regarding affairs relating to the directors of the Company.

The policy of the Committee, in discharging these obligations, shall be 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.

This charter (the “**Charter**”) sets forth the authority and responsibility of the Committee in fulfilling its purpose. The Committee shall also have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in the Charter or otherwise assigned to it by the Board.

**II. MEMBERSHIP**

The Committee will consist of two or more members of the Board, with the exact number determined from time to time by the Board. All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson thereof (the “**Chair**”). If the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. A director’s resignation or removal from the Board, for whatever reason, shall automatically constitute their resignation or removal, as applicable, from the Committee.

Each member of the Committee will be “independent” in accordance with applicable laws, rules and regulations, including the applicable rules and regulations of the Securities and Exchange Commission, The Nasdaq Stock Market LLC and any other guidelines for independence established by the Company (the “**Independence Standards**”).

**III. RESPONSIBILITIES AND DUTIES**

The principal responsibilities and duties of the Committee in serving the purpose outlined in Section I of the Charter are set forth below. These responsibilities and duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances. To the extent permitted under applicable laws, regulations or rules, applicable stock exchange listing standards and the Company's then-effective certificate of incorporation and bylaws, the Committee may supplement or deviate from these responsibilities and duties as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee's responsibilities and duties include the following:

**A. Corporate Governance Framework**

1. Consider corporate governance matters and related legal requirements and periodically review the Company's corporate governance framework, including its certificate of incorporation, bylaws and other arrangements affecting corporate governance, and submit recommended changes to the Board for approval.
2. Review and make recommendations to the Board regarding requests for waivers of the Company's corporate governance policies, practices and procedures, including the Company's Code of Conduct and Ethics.
3. Fulfill the Committee's responsibilities or other functions as required by applicable laws, regulations or rules, the Company's then-effective certificate of incorporation or bylaws, the Board or the Company's other policies.
4. Monitor and review evolving corporate governance trends and best practices.

**B. Board Composition and Related Matters**

1. Develop and recommend to the Board the selection criteria for candidates to join the Board (the "**Selection Criteria**") and periodically review the Selection Criteria and submit recommended changes to the Selection Criteria to the Board for approval.
2. Identify, recruit and interview individuals qualified to serve as directors, consistent with the Selection Criteria, and recommend director candidates to the Board to fill any vacancies as needed.
3. Recommend to the Board the director nominees to be presented for stockholder approval at annual or special stockholder meetings, as appropriate.
4. Consider and make recommendations to the Board regarding stockholder nominees for election to the Board, to the extent the nomination is submitted in accordance with the Company's bylaws.
5. Annually nominate an independent Board chairperson for appointment by the Board; or, in the event the positions of Chief Executive Officer and Board chairperson are combined, the Committee may, at its discretion,

nominate a Lead Independent Director, for appointment by the independent directors.

6. Periodically review and make recommendations to the Board concerning the size and organization of the Board.
7. Evaluate and present to the Board at least annually the Committee's determination as to the independence of each director and director candidate under the Independence Standards.

**C. Committee Composition and Related Matters**

1. Review the qualifications of directors to serve on the Board's committees (including this Committee) at least annually and submit recommendations for changes to committee composition to the Board, as appropriate, including with respect to chairs for each committee.
2. Recommend additional committee members to the Board to fill vacancies as needed.
3. Review the recommendations of each Board committee regarding changes to its charter, including the Charter, and submit recommended changes to the Board for approval.
4. Periodically review the size, organization, and operations of the Board's committees (including this Committee) and submit recommended changes to the Board for approval.
5. Evaluate and present to the Board at least annually the Committee's determination as to (i) whether each director and director candidate satisfies the applicable Independence Standards (or any other classification under applicable laws, rules or regulations for purposes of committee assignments) and (ii) whether the Audit Committee has an "audit committee financial expert."

**D. Evaluations, Orientation and Training**

1. Develop and recommend to the Board for its approval a self-evaluation process for the Board and each of its committees and oversee and report to the Board regarding the performance and effectiveness of the Board and each of its committees in fulfilling their responsibilities, including considering performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection.
2. Oversee an orientation program for new directors and a continuing education program for current directors, periodically reviewing these programs and updating them as appropriate.

**E. Stockholder Engagement and Related Matters**

1. Review and provide guidance to the Board and management about the framework for the Board's oversight of, and involvement in, stockholder engagement.

2. Consider any stockholder proposal submitted for inclusion in the Company's proxy materials and make a recommendation to the Board regarding whether the proposal should be included or excluded from the Company's proxy materials and, if included, whether it should be supported or opposed by the Board.

**F. Compliance, Values, and Ethics**

With respect to the Company's compliance process and its values and ethics practices where such matters do not concern finance, accounting, internal controls, risk management, and are not otherwise under the purview of the Company's Audit Committee, the Committee will:

1. Oversee the Company's compliance with applicable laws and regulations and compliance program.
2. Oversee the investigation and follow-up (including disciplinary action) of any instances of material or significant noncompliance, including reports that involve actual or alleged violations of the Company's Code of Conduct and Ethics.
3. Review ongoing investigations, findings of any examinations by any government or regulatory authorities, and the Company's responses to such investigations, findings and examinations.
4. Review and discuss updates from the Company's management and legal counsel regarding compliance matters.
5. Investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.
6. Establish procedures for the receipt, retention and treatment of complaints received by the Company.

**G. Other Responsibilities**

1. Consider, and if appropriate, approve a request by the Company's directors or officers to serve on the board of directors of any other company, consistent with any other applicable policies and procedures of the Company.
2. Review and discuss with the Company's Chief Executive Officer the short-term contingency and succession plans for the offices of Chief Executive Officer and other executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.
3. Review the disclosure included in the Company's proxy or information statements regarding the Company's director nomination process, Board leadership structure and role in risk oversight and other corporate governance matters.

4. Carry out any other duties and responsibilities assigned to it by the Board, to the extent permitted by law and the Company's certificate of incorporation and bylaws.
5. Review the Company's clinical and manufacturing compliance, including with respect to internal and external audits.
6. Review the Company's privacy policies and practices.
7. Oversee the Company's programs, policies and procedures related to its information technology systems and related risk management, including information asset security, data protection, data privacy, cybersecurity and back-up of information systems, and the steps taken to monitor, mitigate and control related risks and to respond to data breaches of the Company and the third parties on whom the Company relies.

#### **IV. STUDIES AND ADVISERS**

The Committee, in discharging its responsibilities, may conduct, direct, supervise or authorize studies of any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, documents, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain legal and other consultants, accountants, experts and advisers of its choice, including executive search firms to help identify director candidates and to assist the Committee in connection with its functions, including any studies. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. The Company will provide for appropriate funding, as determined by the Committee, for: (x) payment of compensation to any legal and other consultants, accountants, experts and advisers retained by the Committee; and (y) ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

#### **V. MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF**

Meetings of the Committee shall be held as frequently as is determined appropriate by the Committee, which shall be no less often than four times a year. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chair will set the agenda for Committee meetings and will circulate the agenda reasonably in advance of each meeting. The Chair or any other member of the Committee may call meetings of the Committee in accordance with the Company's then-current bylaws.

The Chair will preside over Committee meetings. If the Chair is absent from a meeting, the members of the Committee may appoint any other member to preside by a majority vote.

The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action(s) by written consent, notice, waiver of notice and quorum (except that a quorum of the Committee will consist of no fewer than two members) and voting requirements as are applicable to the Board.

Subject to the requirements of the Charter and applicable laws, rules and regulations, the Committee and the Chair may hold private meetings with their advisors and may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in

order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair (or other member presiding over a meeting) will designate a secretary for each meeting, who need not be a member of the Committee. The Company shall provide the Committee such staff support as it may require.

## **VI. MINUTES AND REPORTS**

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will make such minutes and copies of written consents available to the other members of the Board and cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Chair will periodically report to the Board with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions.

## **VII. COMPENSATION**

Members of the Committee will receive compensation for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair.

## **VIII. DELEGATION OF AUTHORITY**

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable laws, rules, regulations, stock exchange listing standards, and the Company's then-effective certificate of incorporation and bylaws, form and delegate authority to subcommittees. In the event of a conflict between the Charter and the Company's certificate of incorporation and bylaws, the Company's certificate of incorporation and bylaws shall control.

## **IX. REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER**

The Committee will evaluate the Committee's composition and performance periodically, and report to the Board on such evaluation. The Committee will also periodically review and reassess the adequacy of the Charter, and recommend to the Board any changes the Committee determines are appropriate.