

# 4D MOLECULAR THERAPEUTICS, INC.

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nominating and Corporate Governance Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of 4D Molecular Therapeutics, Inc., a Delaware corporation (the “Company”), on November 25, 2020, and last amended on October 8, 2024.

### I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of stockholders, to develop, periodically review, and recommend to the Board corporate governance guidelines of the Company (“Corporate Governance Guidelines”), to oversee the evaluation of the Board and its committees, and to oversee the Company’s policies and practices relating to environmental, social, and governance matters.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws (as in effect from time to time) and applicable law. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.

### II. Composition

The Committee shall be composed of at least two (2) directors as determined by the Board, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (except as otherwise permitted by Nasdaq rules), as amended from time to time.

The members of the Committee, including the Chairperson of the Committee (the “Chair”), shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein. The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed.

### III. Meetings, Procedures and Authority

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its

meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee should meet as often as it determines advisable to fulfill its duties and responsibilities. Meetings of the Committee may be called by the Chair upon notice given at least twenty-four (24) hours prior to the meeting, or upon such shorter notice as shall be approved by the Committee. The Chair shall designate a secretary for each meeting who shall record minutes of all formal actions of the Committee. A majority of the Committee members, present in person or by phone or videoconference, shall constitute a quorum. A majority of the members present shall decide any questions brought before the Committee, except to the extent otherwise required by the Company's certificate of incorporation or bylaws (each as in effect from time to time). Unless otherwise restricted by the Company's bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing (including by electronic transmission), and such writing (including any electronic transmission) is filed with the minutes of the Committee.

The Committee shall keep regular minutes of any meetings where actions are taken (unless such actions are taken and reported to the Committee's satisfaction in the minutes of the Board meetings). Any such minutes kept by the Committee shall be distributed to each member of the Committee. The Corporate Secretary shall maintain the original signed minutes for filing with the corporate records of the Company. The Chair, or any member of the Committee as requested by the Board, shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairperson of the Board.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms. The Committee shall have access to internal advisors and other resources within the Company to assist it in carrying out its duties and responsibilities.

#### **IV. Duties and Responsibilities**

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines.

3. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structures and recommend to the Board for its approval directors to serve as members of, and Chair of, each committee.

4. *Board Leadership Structure.* The Committee will periodically review the Board leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any proposed changes to the Board.

5. *Corporate Governance Guidelines.* The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

6. *Director Changes in Position or Circumstances.* The Committee will review any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the director or the Company, in accordance with the Corporate Governance Guidelines. Based on this review, the Committee may recommend that the Board request such director to resign from the Board.

7. *Board and Committee Self-Evaluations.* The Committee will oversee the periodic self-evaluations of the Board and its committees. The Committee shall, periodically, perform a self-evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter, and share feedback with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee.

8. *Environmental, Social, and Governance Efforts.* The Committee will review, assess, and provide oversight with respect to corporate social responsibility, including but not limited to, diversity and inclusion goals, environmental matters, and other matters related to corporate social responsibility, environmental, social, and governance matters.

9. *Succession Planning Oversight.* The Committee shall, periodically and with input from the Compensation Committee of the Board if deemed appropriate, review with the Chief Executive Officer and the Chairperson of the Board the succession plans for key executive officer positions, reporting its findings and recommendations to the Board. If requested by the Board, the Committee will evaluate potential successors to such positions and review strategies to accelerate their readiness to serve in such positions. The Committee will also review other leadership and management development processes upon request of the Board.

10. *Risk Assessment and Management.* The Committee shall oversee the Company's risk assessment and risk management programs and plans for the Company's corporate governance risks, operation risks not assigned to the Audit Committee of the Board, and reputational risks. The Committee shall discuss with management, and the Chair shall report to the Board, regarding such risk assessment and risk management and the Company's related guidelines and policies.

11. *Other Corporate Governance Matters.* The Committee shall make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, code of business conduct and ethics, and the charters of the Company's other committees, as well as policies and procedures for stockholder communications with the Board, and the implementation of the Company's programs, policies and practices relating to matters of diversity, equity and inclusion.

12. *Review of this Charter.* The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

**V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

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