

# TALARIS THERAPEUTICS, INC.

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### I. General Statement of Purpose

The purposes of the Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of Talaris Therapeutics, Inc. (the “Company”) are to:

- identify individuals qualified to become Board members, consistent with criteria approved by the Board;
- recommend that the Board select the nominees for election as Directors at each annual meeting of stockholders;
- develop and recommend to the Board corporate governance guidelines and periodically review those guidelines and recommend any changes; and
- oversee an annual evaluation of the Board, its committees and management.

### II. Composition

The Company’s Nominating Committee will be composed entirely of directors who satisfy the independence tests under the Nasdaq Stock Market Rules. The number of directors serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than two directors.

The members of the Nominating Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Nominating Committee. Vacancies, for whatever reason, may be filled by the Board. The Board shall designate one member of the Nominating Committee to serve as Chair of the Nominating Committee.

### III. Meetings

The Nominating Committee shall meet as often as it deems appropriate. The Nominating Committee may meet in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Nominating Committee shall constitute a quorum for purposes of a meeting, and the Nominating Committee may act by a vote of a majority of members present at a meeting. The Nominating Committee may also act by unanimous written consent.

### IV. Nominating Committee Activities

The Nominating Committee’s purposes and responsibilities shall be to:

**A. Review of Charter**

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

**B. Periodic Performance Evaluation of the Nominating Committee**

- Evaluate its performance periodically and report the results to the Board.

**C. Selection of New Directors**

- Recommend to the Board for its approval criteria for Board and committee membership, which shall include a description of any specific qualifications that the Nominating Committee believes must be met by a nominee, and a description of any specific qualities or skills the Nominating Committee believes one or more of the Directors should possess, and periodically reassess such criteria and submit any proposed changes to the Board for approval. The current criteria for Board and committee membership are set forth in Exhibit A hereto.
- Establish a policy with regard to the consideration of director candidates recommended by stockholders and establish procedures to be followed by securityholders in submitting recommendations for director candidates to the Nominating Committee. The current policies and procedures to be followed by securityholders in submitting recommendations for director candidates to the Nominating Committee are set forth in Exhibit A hereto.
- Establish a process for identifying and evaluating nominees for election to the Board, including nominees recommended by securityholders (a “Stockholder Nomination”) and any policies or procedures for consideration of Stockholder Nominations. The current policy and procedures for consideration of Stockholder Nominations are set forth in Exhibit A hereto.
- Upon identifying individuals qualified to become members of the Board, consistent with the criteria approved by the Board, recommend that the Board select these individuals as nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties the ability to nominate individuals for election to the Board, the selection and nomination of such nominees shall not be the responsibility of the Nominating Committee.
- Recommend to the Board the Directors for appointment as Chair and as members of Board committees.
- Review all Stockholder Nominations and proposals submitted to the Company under the Securities Exchange Act of 1934, as amended, or otherwise, and any proposal relating to the procedures for making nominations or electing

directors, determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend action to the Board on each such nomination or proposal.

**D. Corporate Governance Guidelines**

- Develop and recommend to the Board for its approval Corporate Governance Guidelines.
- Periodically review and reassess the adequacy of the Corporate Governance Guidelines and Code of Conduct and Business Ethics and recommend any changes to the Board for approval.

**E. Evaluation of Board of Directors and Management**

- Oversee periodic evaluation of the Board and its committees, including individual Directors.

**F. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates**

- Exercise sole authority on whatever terms it approves to retain and terminate a search firm or firms to assist it in identifying Director candidates.

**G. Succession Planning**

- Review and discuss with the Board corporate succession plans for the Chief Executive Officer and other key officers of the Company.

**H. General**

- Establish and delegate authority to subcommittees consisting of one or more of its members, when it deems appropriate to discharge its responsibilities.
- Report regularly to the Board on matters for which it has been given responsibility.
- In performing its responsibilities, rely on advice and information it receives from management and any experts, advisers and other professionals whom it may consult.
- Have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company meet the Committee or its members or advisers.

- Have the authority on whatever terms it approves to engage legal, accounting and other advisers to assist it in performing its responsibilities.
- Perform such other functions as the Board may request from time to time.

Adopted April 15, 2021, effective as of the effectiveness of the Company's registration statement in connection with its initial public offering

## Exhibit A

### **POLICIES AND PROCEDURES FOR DIRECTOR CANDIDATES**

The Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of Talaris Therapeutics, Inc. (the “Company”) and the Board, as applicable, has adopted this policy in accordance with proxy disclosure requirements set forth in rules adopted by the Securities and Exchange Commission (“SEC”) and the Nasdaq Stock Market LLC.

#### **I. Securityholder Recommendations and Nominations**

##### **A. Candidate Recommendations**

The Nominating Committee is responsible for identifying individuals qualified to become members of the Board and its committees and recommending candidates for the Board’s selection as nominees for election to the Board at the next annual or other properly convened meeting of stockholders. The Nominating Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms or any other source it deems appropriate.

The procedures to be followed by securityholders in submitting recommendations to the Nominating Committee for director candidates are set forth below:

- Securityholder recommendations for director candidates must be submitted in writing to the Secretary of the Company at 570 S. Preston St., Louisville, KY 40202 not less than 120 calendar days prior to the date on which the Company’s proxy statement was released to stockholders in connection with its previous year’s annual meeting.
- Securityholders recommendations for director candidates must include the following information:
  - The name and address of record of the securityholder;
  - A representation that the securityholder is a record holder of the Company’s securities or, if the securityholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934;
  - The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the recommended director candidate;
  - A description of the qualifications and background of the recommended director candidate that addresses the criteria for Board membership approved by the Board from time to time and set forth in this Policy;
  - A description of all arrangements or understandings between the securityholder and the recommended director candidate;

- The consent of the recommended director candidate (i) to be named in the proxy statement for the Company's next meeting of securityholders and (ii) to serve as a director if elected at that meeting; and
- Any other information regarding the recommended director candidate that is required to be included in a proxy statement filed pursuant to the rules of the SEC.

## **B. Candidate Nominations**

A securityholder desiring to nominate a person directly for election to the Board at an annual meeting of the securityholders must meet the deadlines and other requirements in the Company's bylaws and the rules and regulations of the SEC. The Secretary of the Company will provide a copy of the Company's bylaws upon written request from a securityholder.

## **II. Identifying and Evaluating Nominees for Director**

The Nominating Committee will use the following guidelines to identify and evaluate any individual recommended by a securityholder for nomination to the Board:

- The Nominating Committee will consider candidates properly recommended by securityholders holding at least three percent (3%) of the Company's common stock continuously for at least twenty four (24) months before the date the recommendation was submitted in the same manner as candidates recommended to the Nominating Committee from other sources.
- In evaluating director candidates, including directors eligible for re-election, the Nominating Committee will consider the following:
  - The current size and composition of the Board and the needs of the Board and its respective committees;
  - Such factors as character, integrity, judgment, diversity, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business and industry, conflicts of interest, and other commitments. The Nominating Committee need not assign any particular weight or priority to any one factor; and
  - Any other factors the Nominating Committee considers appropriate.
- The Nominating Committee requires the following qualifications to be satisfied by any nominee for a position on the Board:
  - High standards of personal and professional ethics and integrity;
  - Proven achievement and competence in the nominee's field and the ability to exercise sound business judgment;
  - Skills that are complementary to those of members of the existing Board;

- The ability to assist and support management and make significant contributions to the Company's success; and
- An understanding of the fiduciary responsibilities required of a director and a commitment to devote the time and energy necessary to perform those responsibilities.
- If the Nominating Committee decides that an additional or replacement director is required, it may do whatever it considers appropriate to evaluate a director candidate, including interviewing the candidate and the securityholder(s) recommending the candidate, engaging an outside search firm to gather additional information, and relying on the knowledge of the members of the Nominating Committee, other directors and management.
- The Nominating Committee may propose to the Board a candidate recommended or offered for nomination by a securityholder as a nominee for election to the Board.

### **III. Decision by Board of Directors**

After receiving the Nominating Committee's recommendations, the Board will have final authority to determine the candidates to be nominated by the Board.

### **IV. Modification of Policies and Procedures**

These policies and procedures may be modified at any time by the Committee or the Board.

Adopted April 15, 2021, subject to effectiveness of the Company's Registration Statement on Form S-1 for its initial public offering.