



**TScan Therapeutics, Inc.
Nominating and Corporate Governance Committee Charter**

(as adopted by the Board of Directors on April 22, 2021 and
effective as of the Company's initial public offering)

This Charter sets forth the composition, authority, and responsibilities of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of TScan Therapeutics, Inc. (the "Company").

A. Purpose

The purpose of the Committee shall be to assist the Board with its oversight and to:

- (i) identify individuals qualified to become Board members and the Board's committees, consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for the next annual meeting of stockholders;
- (ii) develop, evaluate and recommend to the Board a set of corporate governance guidelines applicable to the Company;
- (iii) lead the annual performance review of the Board, its committees and management; and
- (iv) any related matters required by the federal securities laws.

B. Composition

- 1. Membership and Appointment.** The Committee shall be composed of at least two Board members, with the exact number determined by the Board. The Board may designate a chairperson of the Committee. The Board retains the sole authority to appoint and remove each member of the Committee. Each member shall serve until his or her resignation, retirement, or removal by the Board and/or until his or her successor is appointed. The Board may remove any member of the Committee at any time with or without cause.
- 2. Qualifications.** Each member of the Committee shall be an "independent director" in accordance with the rules promulgated by the Securities and Exchange Commission (the "SEC") and The Nasdaq Stock Market LLC ("Nasdaq"), as such may be amended from time to time (the "Rules"), as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of Nasdaq, the SEC and such other qualifications as may be established by the Board from time to time; *provided, however*, that the Company may avail itself of any phase-in rules applicable to newly-listed companies.

C. Responsibilities and Duties

In addition to the responsibilities and duties expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Rules.

1. Board Composition, Evaluation, and Nomination Activities

- Oversee the Board evaluation process, including conducting periodic evaluations of (i) the performance of the Board as a whole, each Board committee, and each individual director, and (ii) the qualifications and performance of Board members eligible for reelection.
- Review the composition and size of the Board and determine the criteria for Board membership, establish procedures for submission of director nominees to the Board, including stockholder nominees, as approved by the Board in the Company's policies and procedures for director candidates.
- Establish procedures for the submission of candidates for election to the Board, including recommendations by stockholders of the Company, which procedures shall be set forth in the Company's policies and procedures for director candidates.
- Select, or recommend that the Board select, the director nominees for the next annual meeting of stockholders.
- Review and evaluate any stockholder nominees for director submitted in accordance with the Company's bylaws and any candidates for the Board recommended by stockholders in accordance with the Company's policies and procedures for director candidates.
- Identify, consider and recommend candidates to fill new positions or vacancies on the Board.
- Review and make recommendations to the Board on the appropriateness of continued director service by any director who submits a letter of resignation to the Board in accordance with the corporate governance guidelines.

2. Board Committees

- Periodically review the composition of each Board committee and make recommendations to the Board for the creation of additional Board committees or the change in mandate or dissolution of Board committees.
- Recommend to the Board persons to be members and chairpersons of the Board's committees.
- Oversee the other Board committees' annual review and assessment of the adequacy of their charters.

3. Corporate Governance Generally

- Periodically review the effectiveness of the corporate governance guidelines approved by the Board and recommend proposed changes to the Board.

- Review proposed changes to the Company’s certificate of incorporation and bylaws and make recommendations to the Board.
- Review stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company’s response to such proposals.
- Oversee the management of risks associated with director independence, conflicts of interest, board composition and organization, and director succession planning.
- Review periodically the succession planning for the Chief Executive Officer and other executive officers, report the findings and recommendations to the Board, and work with the Board in evaluating potential successors to these positions.
- Periodically review the Company’s code of conduct approved by the Board and recommend proposed changes to the Board.
- Review actual and potential conflicts of interest, including potential taking of “corporate opportunities” by insiders, Board members, and corporate officers, other than related party transactions reviewed by the audit committee of the Board, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity.
- Make recommendations for director orientation and continuing education programs.
- Review and assess the adequacy of this Charter annually and submit any recommended changes to the Charter to the Board for approval.
- Review and evaluate the performance of the Committee on an annual basis.

D. Meetings and Procedures

- 1. Meetings.** The Committee will meet at least twice each year and at such times and places as the Committee determines. The CEO shall be notified of the Committee’s meeting schedule and the agenda of each meeting. The Committee shall maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
- 2. Attendees.** The CEO may attend each Committee meeting. The Committee may invite to its meetings any director, officer, or employee of the Company and such other persons as it deems appropriate to carry out its responsibilities.
- 3. Reporting to the Board.** Consistent with this Charter, the Committee shall report regularly to the Board with respect to the Committee’s activities and recommendations. The Committee may form subcommittees, and may delegate power and authority to such subcommittees, for any purpose that the Committee deems appropriate.
- 4. Authority to Retain Advisors.** The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of independent legal counsel, search firms, or other advisors as it

determines necessary to carry out its duties. The Committee shall be directly responsible for the appointment, compensation, retention, termination and oversight of the work of such advisors, The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable fees to any such advisor retained by the Committee.

- 5. Access to Information.** The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility with full access to all books, records, facilities, and personnel of the Company.
- 6. Compensation.** Members of the Committee shall receive such fees, if any, for their service as Committee members, as determined by the Board in its sole discretion.

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