

## **ELICIO 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 Elicio Therapeutics, Inc., a Delaware corporation (the “Company”), on June 18, 2020, effective upon the consummation of the Company’s initial public offering, and was amended, effective as of February 16, 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, including to recommend that the Board select the director nominees for the next annual meeting of stockholders, to develop and recommend to the Board a set of Corporate Governance Guidelines to lead the Board in its annual review of the Board’s performance, to oversee the evaluation of the Board and management, and to provide oversight of the Company’s environmental, social and governance (“ESG”) policies and initiatives.

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**

1. The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC, subject to any available exception. The members of the Committee shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board and shall hold office until their death, resignation or removal or until their successors shall be duly elected and qualified. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.
2. Committee members may be removed from the Committee, with or without cause and with or without prior notice, by the majority vote of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chair of the Board, the Secretary of the Company, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.
3. A chairperson of the Committee (the “Chair”) may be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chair by majority vote of the full Committee membership. The Chair shall determine the agenda

for and the length of meetings and shall have unlimited access to management and to information relating to the Committee's purposes. The Chair shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

### **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 in compliance with the Company's bylaws (as in effect from time to time). 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, 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 Secretary of the Company shall maintain the original signed minutes for filing with the corporate records of the Company. The Secretary need not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position. The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chair of the Board. The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. In addition, 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.

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

1. 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. 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.

2. The Committee will annually review for each director and director nominee, the particular experience, qualifications, attributes or skills that contribute to the Board's conclusion that the person should serve or continue to serve as a director of the Company, as well as how the directors' skills and background enable them to function well together as a Board.

3. The Committee shall oversee and administer the annual Board performance evaluation process, including conducting surveys of director observations, suggestions and preferences. Review and maintain oversight of matters relating to the independence of Board and committee members, keeping in mind the independence standards of the Sarbanes-Oxley Act of 2002 and the rules of Nasdaq.

4. The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Committee will evaluate the current composition, organization and governance of the Board and its committees, and make recommendations to the Board for approval.

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

6. The Committee will work on a periodic basis to evaluate the Company's succession plans for each of the Company's executive officers (other than the Chief Executive Officer).

7. The Committee will develop and recommend to the Board a code of business conduct and ethics applicable to the Company's directors, officers, and employees. The Committee will review and reassess the adequacy of such Code and recommend any proposed changes to the Board for approval, from time to time.

8. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

9. The Committee must report regularly to the Board regarding the activities of the Committee.

10. The Committee shall, at least annually, perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee.

11. The Committee shall oversee and assess the effectiveness of the relationship between the Board and Corporation management.

12. The Committee shall oversee the Company's ESG strategy, initiatives and policies, which include receiving periodic reports from management regarding the Company's ESG efforts. As part of this responsibility, request from management and review information regarding major stockholders' views and preferences on ESG policy matters, management's practices for engagement with those stockholders, and the framework and methods to be used to report to the public on such matters. In addition, seek to provide opportunities for periodic director continuing education on topics of interest in the area of ESG and other pertinent governance matters.

13. The Committee shall annually review and reassess the adequacy of this Charter and the appendices hereto and recommend any proposed changes to the Board for approval.

14. The Committee shall maintain appropriate records regarding its process of identifying and evaluating candidates for election to the Board.

15. The Committee shall fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chair of the Board.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee may, by resolution passed by a majority of the Committee members, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.