



NOMINATING AND GOVERNANCE COMMITTEE CHARTER

ROLE

The Nominating and Governance Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Assembly Biosciences, Inc. (the “Company”) to assist the Board in fulfilling its responsibilities to the stockholders relating to the Company’s corporate governance policies and practices, including Board and committee structure and nominations and monitoring the compliance functions managed by the Compliance Officer.

The Committee shall have free and open communication with the other directors and the Company’s executive management. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and to Section 141 of the Delaware General Corporation Law.

MEMBERSHIP

The Committee shall be composed of at least two members of the Board, each of whom is independent of the Company’s management team and free of any relationships that, in the Board’s opinion, would interfere with his/her/their exercise of independent judgment as a Committee member. The Committee members shall also satisfy the independence requirements required by applicable law or regulations established by the Securities and Exchange Commission (“SEC”) and the Nasdaq Stock Market (“Nasdaq”).

The Board appoints the members of the Committee and the chairperson.

MEETINGS

Committee meetings will be held at the pleasure of the Board and the members of the Committee, from time to time, in response to needs of the Board and the Committee. Notwithstanding the foregoing, the Committee will meet at least once annually to evaluate and nominate qualified candidates for election to the Board at the annual meeting of the Company’s stockholders.

A majority of the Committee members shall constitute a quorum for purposes of holding a meeting, and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

FUNCTIONS AND AUTHORITY

In carrying out its responsibilities, the Committee shall adopt policies and procedures it believes necessary or appropriate to enable it to react to changing conditions, and to increase the confidence of the directors and stockholders that the corporate governance practices of the Company comply with all requirements.

It is the responsibility of the Committee to nominate for stockholder approval qualified candidates to serve as directors of the Company. Diversity is an important attribute of a well-functioning board. Among the responsibilities of the Committee shall be to advise the Board on matters of diversity, including race, ethnicity, gender, sexual orientation, culture, thought and geography, and to nominate director candidates that will cause the Board to reflect a range of viewpoints, backgrounds, skills, experience and expertise.

The Committee will have the authority to retain any search firm engaged to assist in identifying director candidates and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee will have authority to approve related fees and retention terms.

The Committee will have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate so long as such actions are ratified by the Committee as a whole.

As appropriate under the circumstances, the Committee will, among its other responsibilities:

1. Develop, periodically review and recommend to the Board the desired skills, experience, characteristics and other criteria for identifying and evaluating members of the Board and its committees, including the number and nature of other board memberships held; relevant experience, knowledge, expertise, desired diversity, including racial, ethnic, gender and sexual orientation diversity, and the collective expertise of the Board and of its committees; independence; and possible conflicts of interest.
2. Determine the need for new directors and, as appropriate, lead the search for new individuals qualified to become members of the Board. In doing so, the Committee will strive for the inclusion of directors with diverse backgrounds, knowledge and viewpoints and consider individuals who will be able to contribute to an effective Board, serve the long-term interest of the stockholders of the Company, and satisfy the qualification criteria and standards for nomination of directors and committee members.
3. Develop recruitment protocols that seek to include diverse candidates in any director search. As part of the search process, the Committee should consider that qualified, but often overlooked, candidates may be found in a broad array of organizations, including academic institutions, privately held businesses, nonprofit organizations and trade associations, in addition to the traditional candidate pool of corporate directors and officers.
4. Recommend to the Board director nominees to be presented for stockholder approval at the annual meeting of stockholders.
5. Consider individuals who are properly proposed by stockholders of the Company to serve on the Board in accordance with laws and regulations established by the SEC and Nasdaq, the Bylaws of the Company and the Delaware General Corporation Law and make recommendations to the Board regarding such individuals based on the established qualification criteria and standards for members of the Board.
6. Evaluate the need for refreshment and succession planning for the Board and key leadership roles on the Board and its committees.
7. Recommend to the Board whether to accept or reject a resignation, or whether any other action should be taken, including when such resignation is given by an incumbent director who does not receive the vote of at least the majority of the votes cast at any meeting of stockholders for the election of directors in accordance with the Company's Corporate Governance Guidelines.
8. Regularly review the Board's leadership structure and recommend changes to the Board as appropriate, and, whenever the Board is led by a non-independent director, make a recommendation to the independent directors regarding the appointment of the Lead Independent Director.
9. Review the Board's committee structure and, in consultation with the Chair of the Board and Lead Independent Director, if applicable, recommend to the Board for its approval directors to serve as members and chairpersons of each committee.

10. Annually assess the independence of the members of the Board and determine whether members of the Audit Committee meet the Audit Committee financial expert requirements established by the SEC and Nasdaq, and make recommendations to the Board regarding such assessment and determination.
11. Periodically review the policies and practices of the Company in the area of corporate governance, including the Company's Corporate Governance Guidelines and Code of Conduct, and, as necessary, recommend new policies and changes to existing policies to the Board for its approval. In doing so, the Committee will review with the Company's internal legal team new and relevant legal and regulatory requirements that may be imposed on the Company from time to time.
12. Investigate possible violations of the Company's Code of Conduct, including conflicts of interest not covered by the Company's Code of Ethics and shall report the results and recommendations of such investigations to the Board or to such other persons or entities as the Committee may deem appropriate in the event of any conflict of interest or investigation involving the Board.
13. Review and approve any transaction that presents a potential conflict of interest under the Company's Code of Conduct to the extent such potential conflict of interest is not covered by the Company's Code of Ethics or involves a related party, which shall be reviewed by the Audit Committee.
14. Develop an annual self-evaluation process for the Board and its committees and oversee such process.
15. Periodically review and reassess the adequacy of the Board Guidelines and recommend any proposed changes to the Board for approval.
16. Oversee the Company's stockholder engagement program and make recommendations to the Board regarding its involvement in and response to stockholder engagement.
17. Oversee the distribution of questionnaires to the directors and executive officers as is necessary and appropriate for the Company to comply with its reporting obligations and for the Committee to assess the qualifications and independence of the Company's directors.
18. Monitor risks related to corporate governance matters and certain other non-financial or non-compensation-related risks, including, but not limited to, clinical studies, manufacturing, human resources and environmental, social and governance matters. The Committee will periodically review with management the Company's efforts to identify and mitigate such risks.
19. Oversee and make recommendations to the Board regarding environmental, social and governance ("ESG") matters relevant to the Company's business, including Company ESG policies, activities and opportunities.
20. Review and reassess the adequacy of the Committee Charter and recommend any proposed changes to the Board for approval.
21. Perform such other functions and have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee will report its actions and recommendations to the Board after each Committee meeting.

Adopted by the Board of Directors on May 25, 2022.