

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER  
OF  
MAIA BIOTECHNOLOGY, INC.**

**Adopted: November 5, 2021**  
*(updated March 17, 2023)*

**Purpose**

The Nominating Committee and Corporate Governance (“Committee”) is a committee of the Board of Directors (the “Board”) of MAIA Biotechnology, Inc. (the “Company”), established to help ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate corporate governance practices and standards.

**Committee Membership**

- The Committee shall be comprised of no fewer than three (3) members.
- The members of the Committee shall satisfy the independence requirements of the stock exchange rules and regulations applicable to Committee members as in effect from time to time, as well as any independence and other requirements of the Securities and Exchange Commission and other applicable laws.
- The Committee members shall be appointed by and serve at the discretions of the Board.
- The Board shall designate one member of the Committee as its chairperson.
- The members of the Committee shall serve until their successors are appointed and qualified.
- A Committee member may resign by delivering his or her written resignation to the chairman of the Board or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified. The Board shall have the power at any time to fill vacancies in the Nominating and Corporate Governance Committee, subject to such new member(s) satisfying the above requirements.

**Meetings and Procedures**

- The Committee will set its own schedule of meetings and will meet at least once per year, with the option of holding additional meetings at such times as it deems necessary or appropriate.
- Meetings of the Committee shall be called by a majority of the members of the Committee upon such notice as is provided for in the Company’s charter documents with respect to meetings of the Board. A majority of the Committee members shall constitute a quorum. Actions of the Committee may be taken in person at a meeting or in writing without a meeting. Actions taken at a meeting, to be valid, shall require the approval of a majority of

the members of the Committee present and voting. Actions taken in writing, to be valid, shall be signed by all members of the Committee. The Committee shall report its minutes from each meeting to the Board.

- A majority of the members of the Committee may establish, consistent with the requirements of this Charter, such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. At each meeting, a majority of the members of the Committee shall appoint as secretary a person who may, but need not, be a member of the Committee. A certificate of the secretary of the Committee or minutes of a meeting of the Committee executed by the secretary setting forth the names of the members of the Committee present at the meeting or actions taken by the Committee at the meeting shall be sufficient evidence at all times as to the members of the Committee who were present, or such actions taken.
- The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

### **Authority and Responsibilities**

To the extent it deems necessary or appropriate, the Committee shall perform the following:

#### *Board Composition, Evaluation and Nominating Activities*

- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- Review periodically the policy and procedures for considering stockholder nominees for election to the Board.
- Recommend for approval by the Board desired qualifications and characteristics for Board membership and with corresponding attributes.
- Search for, identify, evaluate and recommend for the selection by the Board, candidates to fill new positions or vacancies on the Board, and review any candidates recommended by stockholders.
- Evaluate the performance of individual members of the Board eligible for re-election, and recommend for the selection by the Board, the director nominees for election to the Board at the annual meeting of stockholders.
- Evaluate the independence of directors and director nominees against the independence requirements of the stock exchange rules and regulations and SEC rules and other applicable requirements.

### *Board Committees*

- Review periodically the composition of each committee of the Board, the need for additional committees, or changes in mandate or dissolution of existing committees, and make recommendations to the Board accordingly.
- Recommend to the Board persons to be members and chairpersons of the various committees.

### *Corporate Governance*

- Develop and recommend to the Board a set of corporate governance principles and practices.
- Review annually the Company's corporate governance principles and practices, the Company's compliance with these principles and practices, and recommend changes, as appropriate.
- Oversee, review and report to Board regarding the Company's succession planning for the Board, senior management and other key employees.
- Periodically review and reassess the adequacy and scope this Charter and the Committee's established processes and procedures and recommend any proposed changes to the Board for approval.
- Oversee the Board's performance and self-evaluation process, including receiving and reviewing director observations, suggestions and preferences regarding how effectively the Board operates.
- Oversee compliance by the Board and its committees with applicable laws and regulations, including the stock exchange rules and regulations and SEC rules and regulations.

### *Conflicts of Interest*

- Review and monitor the Company's Code of Ethics.
- Consider questions of possible conflicts of interest of members of the Board and of corporate officers and review actual or potential conflicts of interest or related party transactions involving members of the Board or officers of the Company, and make determinations accordingly.

In performing its responsibilities, the Committee shall have the authority to hire and obtain advice, reports or opinions from internal or external counsel and expert advisors, including search firms, and to set the terms and fees for any such counsel and advisors.