

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER  
OF CALYXT, INC.

Adopted July 7, 2017  
Last Amended February 16, 2021

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) is created by the Board of Directors (the “Board”) of Calyxt, Inc. (the “Company”) to:

- review and evaluate the size, composition, function, and duties of the Board consistent with its needs;
- establish criteria for the selection of candidates to the Board and its committees, and identify individuals qualified to become Board members consistent with such criteria, including the consideration of nominees submitted by stockholders;
- recommend to the Board director nominees for election at the next annual or special meeting of stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to Board committees;
- make recommendations to the Board as to determinations of director independence;
- oversee the evaluation of the Board and the Board committees;
- review the Company’s actions in furtherance of its corporate social responsibility, including considering the impact of Company procedures and processes on employees, citizens, and communities; and
- develop and recommend to the Board the Corporate Governance Guidelines and Code of Business Conduct and Ethics for the Company and oversee compliance with such Guidelines and Code.

II. Membership

The size of the Committee shall be determined by the Board and shall initially be three members. The Board will select the members of the Committee from the Board. Except as otherwise provided in the Stockholders Agreement with Collectis S.A. (“Collectis”) dated as of July 25, 2017 (the “Stockholders Agreement”), each director selected by the Board to serve on the Committee will serve at the pleasure of the Board.

As provided in the Stockholders Agreement, for so long as Collectis is entitled to nominate directors for election to the Board pursuant to the Stockholders Agreement, Collectis shall have the right to designate at least one director to serve on the Committee.

III. Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

### *Board/Committee Nominees*

- The Committee shall oversee searches for and identify qualified individuals for membership on the Board.
- The Committee shall determine criteria for Board and Board committee membership and shall recommend individuals for membership on the Board and its committees. In making its recommendations for Board and committee membership, the Committee shall:
  - review, assess, and consider the Company’s policies regarding the desired knowledge, experience, skills, diversity, independence, and other characteristics of Board and committee members and the Company’s director nomination and committee appointment processes, and assist with the development of any such policies;
  - review candidates’ qualifications for membership on the Board or a committee of the Board, including making a specific determination as to the independence of each candidate;
  - in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;
  - periodically review the composition of the Board and its committees in light of the current needs of the Board, the Company and each committee, and other criteria relevant to the composition of the Board and its committees;
  - periodically review, as appropriate, the service of all directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable;
  - consider rotation of committee members and committee chairs, as appropriate; and
  - consider any other factors that are set forth in the Company’s Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board.

### *Evaluating the Board and its Committees*

- The Committee shall oversee an annual self-evaluation process for the Board and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
- At least annually, the Committee shall review the evaluations prepared by each Board committee of such committee’s performance and consider any recommendations for proposed changes to the Board.

### *Corporate Governance and ESG Matters*

- The Committee shall develop and recommend to the Board the Corporate Governance Guidelines and shall oversee compliance with the Corporate Governance Guidelines. At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board.

- The Committee shall be responsible for any tasks assigned to it in the Company’s Corporate Governance Guidelines.
- The Committee shall review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.
- The Committee shall periodically review and assess Company’s significant environmental, social, and governance (ESG) issues, risks, and trends, and oversee the Company’s engagement with and disclosures to stockholders and other interested parties concerning ESG matters.

*Director Orientation and Continuing Education*

- The Committee shall oversee an orientation and continuing education program for directors meeting the requirements set forth in the Company’s Corporate Governance Guidelines.

IV. Conduct of Meetings

The Committee shall meet as often as it shall determine is necessary. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Minutes are recorded by the Corporate Secretary or any Secretary Pro Tempore appointed by the chair of the Committee. Approval of any matter by a majority of the members present at a meeting at which a quorum is present shall constitute approval of that matter by the Committee. The Committee may also act by unanimous written consent without a meeting. The Committee may form and delegate authority to subcommittees when appropriate.

The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall make regular reports to the Board on the Committee’s activities.

Subject to the terms and conditions of the Stockholders Agreement and to the extent allowed by applicable law and Nasdaq rules, the Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

V. Annual Review

The Committee will conduct and review annually an evaluation of the Committee’s performance with respect to the requirements of this Charter. The Committee will also review the adequacy of this Charter and recommend any changes to the Board. The Committee may conduct this performance evaluation and charter evaluation in such manner as the Committee, in its business judgment, deems appropriate.

VI. Outside Advisors and Resources

The Committee may, in its sole discretion, retain or obtain the advice of any consultant, legal counsel, or other adviser. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any consultant, legal counsel and other adviser retained by the Committee. The Committee shall have full access to all books, records, facilities, and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation, including, without limitation, usual and customary expenses and charges, to any consultant, legal counsel or other adviser, and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.