

## **ATARA BIOTHERAPEUTICS, INC.**

### **CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

#### **PURPOSE**

The primary purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Atara Biotherapeutics, Inc. (the “*Company*”) shall be to (i) identify, evaluate and recommend to the Board qualified candidates for appointment to the Board or to serve as director nominees to stand for election at an annual meetings of stockholders of the Company, (ii) identify, evaluate and recommend to the Board qualified director candidates for appointment to committees of the Board, (iii) periodically evaluate the performance of the Board and its committees and management and (iv) develop and review the Company’s corporate governance policies.

#### **COMPOSITION**

The Committee shall consist of at least two members of the Board. The members of the Committee shall satisfy any independence requirements, each as determined by the Board according to the Company’s Corporate Governance Guidelines and any requirements imposed by applicable law and the Nasdaq Stock Market, giving effect to any exceptions permitted by such law or requirements. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. The members of the Committee and the Chair of the Committee shall be appointed by and serve at the discretion of the Board or until their earlier death or resignation. Vacancies occurring on the Committee shall be filled by the Board.

Any action duly taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications described herein shall nevertheless constitute duly authorized action of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

#### **MEETINGS AND MINUTES**

The Committee shall hold such meetings as its members shall deem appropriate. Minutes of each meeting of the Committee shall be prepared after each meeting. The Chair of the Committee shall report to the Board as he or she deems appropriate, or whenever so requested by the Board.

#### **AUTHORITY**

The Committee shall have access to and have the opportunity to communicate with Board and Board committee members, Company personnel and advisors to the Company as the Committee deems appropriate. The Committee shall have the authority to retain and determine compensation for, at the Company’s expense, advisors or consultants as it deems appropriate in the performance of its duties and to oversee the work of such advisors or consultants. In addition, the Committee shall have sole authority to retain and terminate any executive search firm to assist in the identification and evaluation of any potential candidate for Board membership, including sole authority to approve such firm’s reasonable fees and other retention terms, all at the Company’s expense. The Committee shall also have authority to pay, at the Company’s expense, ordinary administrative expenses, including expenditures for external resources that, as determined by the Committee, are appropriate in carrying out its duties. Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as

appropriate to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any Company personnel or advisors to the Company, the Board and Board committees attend any meeting of the Committee or meet with any member of the Committee or any of its advisors as the Committee deems appropriate.

The approval of this Charter by the Board shall be construed as a delegation of general authority and power to the Committee to perform such functions as necessary or appropriate in the discharge of the responsibilities set forth herein. The Committee may form and delegate authority to subcommittees as the Committee deems appropriate.

## **RESPONSIBILITIES**

The Committee shall have the following responsibilities:

**1.     *Nomination of Directors.*** To identify, evaluate and recommend to the Board qualified candidates to serve on the Board consistent with any criteria approved by the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. In furtherance of the Company's goal of increasing the diversity of the Board, the Committee shall also consider diversity of the Board and Board candidates in all its dimensions, including race, gender, ethnicity, sexual orientation, culture and nationality. The Committee shall also have the primary responsibility for making recommendations to the Board regarding the nomination of incumbent members of the Board for re-election to the Board. The Committee shall also have the power and authority to consider recommendations for Board nominees submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures with regard thereto, and to recommend to the Board appropriate action on any such recommendation.

**2.     *Nomination of Committee Members.*** To identify, evaluate and recommend to the Board qualified director candidates to serve on the committees of the Board, including consideration of applicable independence and experience requirements.

**3.     *Assessment of Board.*** To assess the performance of the Board and its committees on an annual basis.

**4.     *Development and Review of Corporate Governance Policies.*** To develop, recommend to the Board and review as the Committee deems appropriate a set of corporate governance principles applicable to the Company and periodically review these principles, the Company's Code of Business Conduct and Ethics, the Company's environmental, sustainability and governance efforts and other governance policies of the Company and make recommendations to the Board with regard thereto as the Committee deems appropriate. Review emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations.

**5.     *Development and Review of Orientation and Education Programs.*** To develop, recommend to the Board and review an orientation program and continuing education for all directors, as appropriate.

**6.     *Investigations.*** To investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is appropriate.

**7.     *Compliance Oversight.*** Review periodically with the Company's chief legal officer, or appropriate delegates, the Company's compliance with legal and regulatory requirements.

**8. Charter Review.** To review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

**9. Periodic Committee Evaluation.** To conduct an evaluation of the performance of the Committee annually.

**10. Risk Assessment and Management.** To review and discuss the Company's practices with respect to risk assessment and risk management, including the Company's compliance with legal or regulatory requirements, risks related to corporate governance matters, including, but not limited to, clinical trials, manufacturing, human resources, competition law and environmental, social and governance matters, except for: (a) matters related to financial risk assessment and financial risk management, which are within the purview of the Audit Committee; (b) risks arising from or related to the Company's incentive compensation plans, policies and programs, which are within the purview of the Compensation Committee; and (c) cyber risk management and the integrity of the Company's information technology systems, processes and data.

**11. Other Responsibilities.** Perform such other duties and responsibilities, consistent with this Charter, the Company's Bylaws, governing law, the rules and regulations of The Nasdaq Stock Market, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board.