

# ATYR PHARMA, INC.

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### I. General Statement of Purpose

The Nominating and Corporate Governance Committee of the Board of Directors (the “Nominating Committee”) of aTyr Pharma, Inc., a Delaware corporation (the “Company”), on behalf of the Board of Directors (the “Board”) is responsible for identifying, reviewing and evaluating individuals qualified to become Board members, consistent with criteria approved by the Board and the applicable rules (the “Nasdaq Stock Market Rules”) of the Nasdaq Stock Market LLC (“Nasdaq”), and recommending that the Board select the director nominees for election at each annual meeting of stockholders.

The Nominating Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, periodically reviewing such guidelines and recommending any changes thereto, and overseeing the evaluation of the Board and its committees.

### II. Nominating Committee Composition

The number of individuals serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the Nasdaq Stock Market Rules.

The members of the Nominating Committee shall be appointed by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Nominating Committee. Vacancies occurring, for whatever reason, shall be filled by the Board. The Board shall designate one member of the Nominating Committee to serve as Chairperson of the Nominating Committee. In the absence of that designation, the Nominating Committee may designate the Chairperson by majority vote of the Nominating Committee members, provided that the Board may replace any Chairperson designated by the Nominating Committee at any time. The Chairperson will chair all regular sessions of the Nominating Committee. In the absence of the Chairperson, the Nominating Committee shall select another member to preside.

The Chairperson shall have the delegated authority to act on behalf of the Nominating Committee in connection with (i) the negotiation and execution of engagement letters for outside consultants, legal counsel or other advisers to be retained by the Nominating Committee and (ii) as may otherwise be determined by the Nominating Committee from time to time.

### III. Meetings

The Nominating Committee generally is to meet such number of times per year, in person or by telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other, as deemed necessary or appropriate by the

Nominating Committee. A majority of the members of the Nominating Committee shall constitute a quorum for purposes of holding a meeting and the Nominating Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Nominating Committee may act by unanimous written consent in accordance with the Company's bylaws. The Chairperson of the Nominating Committee, in consultation with the other members and management, may set meeting agendas consistent with this Charter.

#### **IV. Nominating Committee Activities**

The Nominating Committee's purpose and responsibilities shall be to:

##### **A. Review of Charter**

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

##### **B. Performance Evaluation of the Nominating Committee**

- Review, discuss and assess its own performance at least annually and report to the Board on the results of such evaluation.

##### **C. Selection of New Directors**

- Recommend to the Board criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications that the Nominating Committee believes must be met by a Nominating Committee-recommended nominee, and a description of any specific qualities or skills that the Nominating Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval.
- Identify, review and evaluate candidates to serve on the Board, including the recommendation for nomination of incumbent directors for reelection to the Board, in each case consistent with criteria approved by the Board and applicable Nasdaq Stock Market Rules, and consider any potential conflicts of interest involving such candidates.
- Establish policies and procedures with regard to the consideration of proposals submitted by stockholders, including recommending to the Board policies and procedures to facilitate stockholder communications with the Board.
- Establish, in its discretion, procedures to be followed by securityholders in submitting recommendations for director candidates to the Nominating Committee.
- Establish procedures for identifying, reviewing and evaluating individuals qualified to become Board members (including incumbent directors) or members of the committees thereof, including nominees recommended by

stockholders, subject to any procedures or criteria required in the Corporate Governance Guidelines. The current process for identifying and evaluating nominees for the Board is as follows:

1. The Nominating Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms, or any other source it deems appropriate.
  2. The Nominating Committee will review and evaluate the qualifications of any such proposed director candidate and conduct inquiries it deems appropriate.
  3. The Nominating Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.
  4. In identifying and evaluating proposed director candidates, the Nominating Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time and applicable Nasdaq rules and regulations, recommend to the Board the Company's candidates for election or reelection to the Board at each annual meeting of stockholders.
  - Consider recommendations in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set forth in Nasdaq Stock Market Rule 5605(a)(2).
  - Recommend that the Board select the directors for appointment to committees of the Board and as necessary to fill vacancies and newly created directorships.
  - Review all stockholder nominations and proposals submitted to the Company (including any proposal relating to the procedures for making nominations or electing directors), determine whether the nomination or proposal was submitted in a timely manner and in accordance with the Company's bylaws and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend to the Board appropriate action on each such nomination or proposal.

**D. Corporate Governance Guidelines**

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company that satisfy the standards set forth in Nasdaq Stock Market Rule 5605.
- Review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

**E. Evaluation of Board of Directors and Committees**

- Oversee the periodic review and evaluation of the Board and its committees.
- Annually evaluate the composition, organization and governance of the Board and its committees to assess whether the skills, experience, characteristics and other criteria established by the Board are currently represented on the Board and its committees and in individual directors, and to assess the criteria that may be needed in the future and make related recommendations to the Board.
- Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.
- Annually review the Board's leadership structure and recommend changes to the Board as appropriate.

**F. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates**

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Nominating Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

**G. Director Orientation and Continuing Education**

- Implement an orientation process for directors that includes background material on the Company's policies and procedures, meetings with senior management, and visits to the Company's facilities.
- Consider the need and, if necessary, develop and institute a plan or program for the continuing education of directors, including the systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company.

## **H. Succession Planning**

- Periodically review and discuss with the Board and the CEO succession plans for the CEO and other positions held by senior executive officers, and provide recommendations and evaluations of potential successors to fill these positions.
- Develop succession plans for the Board and its committees as appropriate in light of relevant facts and circumstances.

## **I. Miscellaneous**

- Review periodically the Company's practices and initiatives with respect to environmental, social, and governance ("ESG") matters, including strategy, targets, policies, performance and reporting, expected to have a significant impact on the Company's performance, business activities or reputation and periodically provide reports to the Board on ESG matters.
- Oversee and make recommendations to the Board regarding sustainability matters relevant to the Company's business, including Company policies, activities and opportunities.
- Oversee the Company's stockholder engagement program, other than with respect to executive compensation, and make recommendations to the Board regarding its involvement in stockholder engagement.
- Review the disclosure included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters.
- Oversee and consider any other corporate governance matters that may arise from time to time and develop appropriate recommendations for the Board.

## **V. General**

- The Nominating Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Nominating Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee's responsibility.
- The Nominating Committee has the authority to conduct any investigation it deems necessary or appropriate to fulfilling its duties. The Nominating Committee will have the authority, in its sole discretion, to retain and determine compensation for, and obtain the advice of, such consultants, outside counsel, accountants, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including any search firm used to identify director candidates, and will receive

appropriate funding, as determined by the Nominating Committee, from the Company for payment of compensation to any such advisors and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Nominating Committee's duties.

- In carrying out its responsibilities, the Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Nominating Committee may consult.
- Each member of the Nominating 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 Nominating Committee to discharge his or her responsibilities hereunder. The Nominating Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Nominating Committee or meet with any members of or advisors to the Nominating Committee. The Nominating Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.
- The Nominating Committee may perform such other functions as may be requested by the Board from time to time.

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