

ZURA BIO LIMITED
CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF
THE BOARD OF DIRECTORS

I. COMPOSITION

The Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Zura Bio Limited, a Cayman Islands exempted company (the “**Company**”), shall consist of at least two (2) directors, each of whom must be independent, as determined by the Board of Directors of the Company (the “**Board**”), in accordance with the applicable rules and regulations of the Securities and Exchange Commission (the “**SEC**”) and The NASDAQ Stock Market (“**NASDAQ**”). The Board shall appoint the members of the Committee who shall serve until their successors are duly elected and qualified or their earlier resignation, removal, retirement, disqualification or death, and the Board may remove or replace any Committee member at any time, with or without cause.

The Committee chairperson (the “**Chairperson**”) shall be appointed by the Board or, if it does not do so, by the Committee by majority vote of the Committee members, provided that the Board may replace any chairperson designated by the Committee at any time. The Chairperson will chair all regular sessions of the Committee. In the absence of the Chairperson, the Committee shall select another member to preside. The Chairperson shall have the delegated authority to act on behalf of the Committee in connection with (a) the negotiation and execution of engagement letters of outside consultants, legal counsel or other advisers to be retained by the Committee and (b) as may otherwise be determined by the Committee.

II. PURPOSE

The primary purpose of the Committee shall be to provide assistance to the Board by fulfilling the Committee’s responsibilities and duties outlined in this charter, including, among other things:

1. Overseeing all aspects of the Company’s corporate governance functions on behalf of the Board.
2. Making recommendations to the Board and its committees regarding corporate governance matters.
3. Identifying directors qualified to serve on the various committees of the Board and recommending to the Board qualified nominees for membership on each such committee.
4. Periodically evaluating the composition, performance and other aspects of the Board, its committees and key management.
5. Developing, reviewing and overseeing succession planning for the Board, key leadership roles on the Board and its committees and key employees of the Company.
6. Developing and recommending to the Board for adoption the corporate governance guidelines applicable to the Company, periodically reviewing such guidelines, recommending changes to the same from time to time as appropriate and overseeing and monitoring compliance with such guidelines.
7. Serving as a focal point for communication between director candidates and the Company’s management.
8. Identifying, reviewing, and evaluating candidates to serve as directors, including candidates recommended by shareholders, and recommending director nominees for approval by the Board and the shareholders.

9. Making recommendations regarding the agenda for the Board's strategy discussions.
10. Overseeing the Company's compliance related policies and practices.

III. AUTHORITY

In fulfilling its functions and responsibilities, the Committee shall have the following authority:

1. Powers – The Committee shall have such powers as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.
2. Operation – The operation of the Committee will be subject to the provisions of the Company's Amended and Restated Memorandum and Articles of Association and Cayman Islands law. The approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.
3. Access and Resources – The Committee, in discharging its role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. The Committee will have the authority, to the extent it deems necessary or appropriate in its sole discretion, to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.
4. Committee Meeting Attendees – The Committee shall have authority to require Company employees, including senior management, and to request that any of the Company's counsel, auditors, investment bankers, consultants, or advisors, attend Committee meetings or meet with any member of the Committee.
5. Delegation to Subcommittees – The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate and permitted by applicable law or regulation.

IV. FUNCTIONS

The Committee may exercise its authority to carry out the following functions. The Committee may supplement and, except as otherwise required by applicable law or the requirements of NASDAQ, deviate from these activities as appropriate under the circumstances.

1. Orientation/Continuing Education – Oversee the orientation of new directors and evaluate the need and, if necessary, develop and institute a plan or program for the continuing education of directors and officers.
2. Board Independence – Consider and periodically assess the independence of directors and possible conflicts of interest of members of the Board and management, within the meaning prescribed by NASDAQ, and whether a majority of the Board are independent of management and the members of the standing committees of the Board meet the independence requirements of

NASDAQ applicable to such committees. Review any outside directorships or other positions in other public companies held by any executive officer of the Company.

3. Criteria for Board and Committee Membership and Chairpersons – Establish criteria for membership on the Board and on committees and for chairpersons. Identify directors qualified to serve on the various committees of the Board and recommend to the Board qualified nominees for membership in each such committee. When appropriate, make recommendations regarding the removal of any member of any committee.
4. Board and Committees – Periodically review and assess the size, structure, composition and functioning of the Board and each of its committees and recommend any changes to the Board. Make any recommendations to the Board for the creation of additional committees or the elimination of committees of the Board. Evaluate the authority, charter, compositions and chairpersons of each standing committee of the Board and recommend any changes considered appropriate.
5. Information Flow – Oversee and review the processes and procedures used by the Company to provide accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.
6. Management Succession – Develop, and periodically review and revise as appropriate, a management succession plan and related procedures and consider and recommend to the Board candidates for successor to the Chief Executive Officer of the Company and, with appropriate consideration of the Chief Executive Officer’s recommendations, candidates for successors to the other executive officers, in each case when vacancies shall occur in those offices.
7. Executive Officer Recommendation/Assessment – Make recommendations to the Board regarding the appointment of officers and oversee the evaluation of such officers and other key employees of the Company.
8. Director Nominations – Identify, evaluate, review and recommend to the Board qualified candidates to serve on the Board (consistent with criteria approved by the Board and taking into consideration individuals identified by shareholders on the same basis as other nominees). Review, screen and evaluate the qualifications of, and recommend to the Board, qualified director nominees for appointment, election or reelection to the Board at each annual shareholders’ meeting and as necessary to fill vacancies and newly created directorships. The Committee may establish such procedures for the submission of Board candidates recommended for the Committee’s consideration as it deems appropriate.
9. Shareholder Proposals and Nominations – Establish a process for receiving and considering shareholder proposals and review such proposals annually. The Committee shall also review and make recommendations to the Board regarding proposals submitted by shareholders that relate to corporate governance matters and director nominations.
10. Indemnification – Review and make recommendations regarding directors’ and officers’ indemnification and insurance matters.
11. Company Strategy – Make recommendations and coordinate with the Chief Executive Officer of the Company, regarding the agenda for the Board’s strategy sessions.
12. Company Compliance – Oversee the Company’s compliance related policies and practices that are referred to the Committee by the Board.

13. Philanthropic and Political Activities – Oversee the Company’s policies and practices, if any, regarding philanthropic and political activities.
14. Environmental, Social and Governance (ESG) Matters - Oversee the Company’s ESG strategy and reporting, and periodically review and discuss with management the Company’s practices with respect to ESG matters.
15. Reporting to the Board of Directors – Report all material activities of the Committee to the Board from time to time or whenever so requested by the Board.

V. MEETINGS

The Committee shall meet as often as it deems appropriate to perform its duties and responsibilities under this charter. The same procedural rules concerning notice of meetings, actions by unanimous consent or telephonic meetings and meetings held by other means of remote communication, and other procedural matters, shall apply to Committee meetings as apply to meetings of the Board under the Company’s memorandum and articles of association and other governing documents.

A majority of the Committee membership will be a quorum for the transaction of business unless the committee shall consist of two members, in which event one member shall constitute a quorum. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee. The Chairperson will report regularly to the Board on Committee actions and on the fulfillment of the Committee’s duties under its charter, including following meetings and written resolutions of the Committee.

The Committee shall meet as often as it deems appropriate to perform its duties and responsibilities under this charter. The Chairperson, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee’s agenda. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may request any officer or employee of the Company, the Company’s outside counsel or other advisors and such other persons as it deems appropriate in order to carry out its responsibilities, to attend a Committee meeting. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company. Meetings may be called by the Committee Chairperson, the Board chairperson, if any, or the Chief Executive Officer. Unless otherwise designated, the Company’s Secretary shall act as the secretary for the Committee.

VI. COMMITTEE EVALUATION AND CHARTER REVIEW

It is expected that the Committee will periodically review and evaluate its performance including by reviewing its compliance with this charter. In addition, the Committee will review and reassess, at least annually, the adequacy of this charter and recommend to the Board any proposed changes to this charter that the Committee considers necessary or appropriate. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.

Effective: March 27, 2023

Amended and Restated on April 22, 2025