

**CHARTER OF THE NOMINATING
AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
NKARTA, INC.**

- 1. Purpose.** The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Nkarta, Inc. (the “Company”) to assist the Board in:
- identifying, evaluating and recommending individuals qualified to become members of the Board and its committees; and
 - advising and making recommendations to the Board with respect to corporate governance matters.

- 2. Membership.** The Committee shall be comprised of at least two (2) members of the Board. Each Committee member shall, as determined in the business judgment of the Board, qualify as an “independent director,” as such term is defined under the listing standards of The Nasdaq Stock Market LLC (“Nasdaq”).

The members of the Committee shall be appointed by and serve at the discretion of the Board. Committee members may be removed at any time by the Board. The Board will appoint one member of the Committee to serve as the Chairperson of the Committee.

- 3. Specific Responsibilities and Duties.** In addition to the Committee’s general tasks and responsibilities described above, the following duties and responsibilities are the specific functions of the Committee, to be performed as the Committee deems necessary or appropriate:
- Identify, evaluate and recommend to the Board director nominees to fill vacancies on the Board and newly created directorships based on, among other things, the criteria, policies and principles set forth in the Corporate Governance Guidelines and such other criteria for membership on the Board as may be approved from time to time by the Board.
 - Review and recommend to the Board from time to time the knowledge, experience, skills, expertise, diversity or other criteria desired for directors and director candidates.
 - Develop a process for the annual evaluation of the Board and its committees and oversee the conduct of this evaluation process.
 - Consider the performance of incumbent members of the Board and the suitability of each such Board member for continued service on the Board in determining whether to recommend to the Board that they be nominated for reelection by shareholders at the Company’s annual meeting of shareholders.
 - Review the suitability of each Board member for continued service on the Board and each relevant committee when he or she retires from his or her present employment or materially changes his or her job responsibility or business association or experiences other changed circumstances that could pose a conflict of interest or diminish his or her effectiveness as a Board member or ability to commit appropriate time and attention to his or her service on the Board.
 - Make recommendations to the Board concerning the size, structure and composition of the

Board and its committees.

- Consider shareholder recommendations of director candidates for election to the Board and review any shareholder proposals related to corporate governance and related matters submitted to the Company for consideration at the Company's annual meeting of shareholders.
- Consider matters of corporate governance and periodically review the Company's corporate governance policies and practices, including the Company's Corporate Governance Guidelines, and recommend to the Board modifications to such policies and practices as appropriate.
- Review the Committee's charter annually and submit any recommended changes to the Board.
- Monitor the continuing education for existing directors.
- Periodically review the Company's environmental and social responsibility policies and practices.
- Perform such other functions as assigned by law, the Company's charter or bylaws, or the Board.

4. Organization and Operations.

- **Meetings.** The Committee will meet with such frequency, and at such times as its Chairperson, or a majority of the Committee, determines. Such meetings, at the Committee's discretion, may be in person, by telephone or by unanimous written consent. A special meeting of the Committee may be called by the Chairperson and will be called promptly upon the request of any two Committee members. The agenda of each meeting will be prepared by the Chairperson (in consultation with the appropriate members of the Committee and management) and circulated to each member prior to the meeting date. Unless the Committee or the Board adopts other procedures, the provisions of the Company's bylaws, as in effect from time to time and as applicable to meetings of the Board, will govern meetings of the Committee. A quorum for any meeting of the Committee shall be a majority of the members of the Committee.
- **Minutes and Reports.** Minutes of each meeting will be kept with the regular corporate records. The Committee will periodically report to the Board its findings and actions.
- **Subcommittees.** The Committee has the power to appoint, from among its members, subcommittees, each of which may have (as determined by the Committee) the full power and authority of the Committee; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law or regulation to be exercised by the Committee as a whole. Each such subcommittee shall consist of at least one member of the Committee.
- **Voting.** Each Committee member shall have one vote and actions at meetings must be approved by a majority of the members present.

5. Reliance; Experts; Cooperation.

- **Retention of Outside Advisors.** The Committee has the power, in its sole discretion, to retain at the Company's expense such legal counsel and other advisors and experts as it deems

necessary or appropriate to carry out its duties, including the authority to approve any such outside advisor's fees and other retention terms. Without limiting the foregoing, the Committee has the express authority to decide whether to retain, at the Company's expense, a search firm to assist it in identifying, screening and/or attracting director candidates. If the Committee decides in its discretion to retain such a firm, the Board delegates to the Committee the sole authority to retain and terminate any such firm and to approve the firm's fees and other retention terms.

- **Reliance Permitted.** In carrying out its duties, the Committee may act in reliance on management, outside advisors and experts, as it deems necessary or appropriate.
- **Investigations.** The Committee has the authority to conduct any investigation it deems necessary or appropriate to fulfilling its duties.
- **Participation of Employees and Outside Experts.** The Committee shall have unrestricted access to internal and outside counsel and anyone else in the Company and may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

* * *