

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE OF THE BOARD OF DIRECTORS OF  
PROKIDNEY CORP.**

**ADOPTED ON July 11, 2022**

**AMENDED ON NOVEMBER 15, 2022**

**AMENDED ON JULY 1, 2025**

**I. PURPOSE OF THE COMMITTEE**

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of ProKidney Corp., a Delaware corporation (the “Company”), shall be to identify and recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; to advise the Board with respect to the Board composition, procedures and committees; and to develop and recommend to the Board a set of corporate governance guidelines for the Company.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of one or more independent directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the independence and other nominating and corporate governance committee requirements of the Nasdaq Stock Market LLC (“Nasdaq”) and applicable U.S. Securities and Exchange Commission (“SEC”) rules, subject to available exceptions (including the phase-in and cure periods applicable to newly public companies and exceptions applicable for so long as the Company remains a “controlled company” under Nasdaq Marketplace Rule 5615(c)), and any additional requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board; *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

**III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but at least once annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided, further*, that the Committee shall not delegate to a subcommittee any

power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate. The provisions of the By-laws of the Company (as amended from time to time, the “By-laws”) relating to meetings of the Board shall apply equally to meetings of the committee unless otherwise stated herein.

#### **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

##### ***A. Board Candidates and Nominees***

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

(a) To assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by shareholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by shareholders in submitting recommendations for Board candidates.

(b) To review the background and qualifications of individuals being considered as director candidates. At a minimum, nominees for service on the Board must meet the threshold requirements set forth in the *Nominating and Corporate Governance Committee Policy Regarding Qualifications of Directors* attached hereto as **Appendix A**. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.

(c) To recommend to the Board the director nominees for election by the shareholders or appointment by the Board, as the case may be, pursuant to the By-laws and in accordance with the policies set forth in *Policy on Shareholder Recommendation of Candidates for Election of Directors* attached hereto as **Appendix B**, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.

(d) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a material change in status, including, but not limited to, an employment change, and to recommend whether or not the director should be re-nominated.

##### ***B. Board Composition and Procedures***

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

(a) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by Nasdaq.

(b) To review periodically the size of the Board and to recommend to the Board any appropriate changes.

(c) To make recommendations on the frequency and structure of Board meetings.

(d) To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, principle, procedure or corporate governance guideline.

#### ***C. Board Committees***

The Committee shall have the following duties and responsibilities with respect to the committee structure of the Board:

(a) After consultation with the Chairman and Chief Executive Officer and President, and after taking into account the experiences and expertise of individual directors, to make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.

(b) To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

(c) To review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.

(d) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

#### ***D. Corporate Governance***

The Committee shall have the following duties and responsibilities with respect to corporate governance:

(a) To develop and recommend to the Board a set of corporate governance guidelines for the Company, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the corporate governance guidelines developed and recommended by the Committee shall address the following:

- (i) Director qualification standards.
- (ii) Director responsibilities.
- (iii) Director access to management and, as necessary and appropriate, independent advisors.
- (iv) Director compensation, including principles for determining the form and amount of director compensation, and for reviewing those principles, as appropriate.
- (v) Director orientation and continuing education.
- (vi) Management succession, including policies and principles for the selection and performance review of the Chief Executive Officer, as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer.

(b) To review periodically, and at least annually, the corporate governance guidelines adopted by the Board to assure that they are appropriate for the Company and comply with Nasdaq requirements, and to recommend any desirable changes to the Board.

(c) To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

#### ***E. Miscellaneous***

(a) The Committee shall perform such additional activities, and consider such other matters, consistent with the scope of the Committee's responsibilities under this Charter, the By-laws and applicable Nasdaq rules.

### **V. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## **VI. INVESTIGATIONS AND STUDIES: OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable U.S. federal or state law.

The Company shall make this Charter available on or through the Company's website. If the function of the Committee has been delegated to another committee, that committee's charter shall also be made available on or through the Company's website. The Company shall disclose in its annual proxy statement or in its annual report on Form 10-K filed with the SEC that this Charter is available on or through its website and provide the website address.

## APPENDIX A

### Nominating and Corporate Governance Committee Policy Regarding Qualifications of Directors

The Nominating and Corporate Governance Committee (the “Committee”) of ProKidney Corp. (the “Company”) believes that members of the Company’s Board of Directors (the “Board”) must possess certain basic personal and professional qualities in order to properly discharge their fiduciary duties to shareholders, provide effective oversight of the management of the Company and monitor the Company’s adherence to principles of sound corporate governance. It is therefore the policy of the Committee that all persons nominated to serve as a director of the Company should possess the minimum qualifications described in this Policy. These are only threshold criteria, however, and the Committee will also consider the contributions that a candidate can be expected to make to the collective functioning of the Board based upon the totality of the candidate’s credentials, experience and expertise, the composition of the Board at the time, and other relevant circumstances. This Policy may be modified by the Committee from time to time.

1. Integrity and Ethical Values. Candidates should possess the highest personal and professional standards of integrity and ethical values.
2. Commitment. Candidates must be committed to promoting and enhancing the long term value of the Company for its shareholders.
3. Absence of Conflicts of Interest. Candidates should not have any interests that would materially impair his or her ability to (i) exercise independent judgment, or (ii) otherwise discharge the fiduciary duties owed as a director to the Company and its shareholders.
4. Fair and Equal Representation. Candidates must be able to represent fairly and equally all shareholders of the Company without favoring or advancing any particular shareholder or other constituency of the Company.
5. Achievement. Candidates must have demonstrated achievement in one or more fields of business, professional, governmental, community, scientific or educational endeavor, and possess mature and objective business judgment and expertise.
6. Oversight. Candidates are expected to have sound judgment, derived from management or policy-making experience (which may be as an advisor or consultant), that demonstrates an ability to function effectively in an oversight role.
7. Diversity. The Committee will consider issues of diversity among its members in identifying and considering nominees for director, and will strive where appropriate to achieve a diverse balance of backgrounds, perspectives, experience, age, gender, ethnicity, country of citizenship and other metrics on the Board and its committees.

8. Business Understanding. Candidates must have a general appreciation regarding major issues facing public companies of a size and operational scope similar to the Company. These include:
  - contemporary governance concerns;
  - industry knowledge;
  - regulatory obligations of a public issuer;
  - strategic business planning;
  - competition in a global economy; and
  - basic concepts of corporate accounting and finance.
9. Available Time. Candidates must have, and be prepared to devote, adequate time to the Board and its committees. It is expected that each candidate will be able to arrange their business and professional commitments, including service on the boards of other companies and organizations, so that they are available to attend the meetings of the Company's Board and any committees on which they serve, as well as the Company's annual meeting of shareholders.
10. Board Policies. The candidate's election must not conflict with any applicable Board policies.
11. Limited Exceptions. Under exceptional and limited circumstances, the Committee may approve the candidacy of a nominee who does not satisfy all of these requirements if it believes the service of such nominee is in the best interests of the Company and its shareholders.
12. Additional Qualifications. In approving candidates to be recommended for election as director, the Committee will also assure that, subject to any exceptions, phase-in or cure periods that are applicable pursuant to the Nasdaq Marketplace Rules, including exceptions applicable for so long as the Company remains a "controlled company" under Nasdaq Marketplace Rules 5615(c):
  - at least a majority of the directors serving at any time on the Board are independent, as defined under the rules of the Nasdaq;
  - at least three of the directors satisfy the financial literacy requirements required for service on the audit committee under the rules of the Nasdaq; and
  - at least one of the directors qualifies as an audit committee financial expert under the rules of the Securities and Exchange Commission.

## APPENDIX B

### Policy on Shareholder Recommendation of Candidates for Election as Directors

1. It is the policy of ProKidney Corp. (the “Company”) that the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) consider recommendations for the nomination of directors submitted by holders of the Company’s shares entitled to vote generally in the election of directors.
2. The Committee will review and evaluate qualifications of any shareholder proposed director nominees, and conduct any inquiries it deems appropriate.
3. The Committee will only consider recommendations of director nominees who represent the interests of all shareholders and not serve for the purpose of favoring or advancing the interests of any particular shareholder group or other constituency. The Committee will also consider the extent to which the shareholder making the nominating recommendation intends to maintain its ownership interest in the Company.
4. All recommendations submitted by shareholders will be considered in the same manner and under the same process as any other recommendations submitted from other sources.
5. The Committee will select candidates to be recommended for nomination to the Board according to the above requirements and the qualification criteria set forth in Appendix A to the Company’s Nominating and Corporate Governance Committee Charter. The Committee is under no obligation to recommend a candidate for nomination.
6. This Policy may be revised or revoked by the Board or the Committee at any time.