

CARISMA THERAPEUTICS INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

A. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “NCG Committee”) of the Board of Directors (the “Board”) of Carisma Therapeutics Inc. (the “Company”) is to:

- recommend to the Board the persons to be nominated by the Board for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board;
- recommend to the Board the directors to be appointed to each committee of the Board;
- develop and recommend to the Board corporate governance guidelines; and
- oversee the evaluation of the Board.

B. Structure and Membership

1. Number. The NCG Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by applicable Nasdaq rules, each member of the NCG Committee shall be an “independent director” as defined by Nasdaq Rule 5605(a)(2).
3. Chair. Unless the Board elects a Chair of the NCG Committee, the NCG Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of NCG Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the NCG Committee shall be appointed by the Board, upon the recommendation of the NCG Committee. The Board may remove members of the NCG Committee from such Committee, with or without cause.

C. Authority and Responsibilities

General

The NCG Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment.

Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the NCG Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (ii) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the NCG Committee shall consider candidates proposed by stockholders. The NCG Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
2. Criteria for Selecting Directors. The criteria to be used by the NCG Committee in recommending director nominees and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines. The NCG Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The NCG Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
3. Search Firms. The NCG Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The NCG Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the NCG Committee.
4. Selection of Committee Members. The NCG Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.
5. Oversight of Board Committees. The NCG Committee shall periodically review the composition of each Board Committee and make recommendations to the Board for changes or rotation of committee members, the creation of additional Board committees, any changes in committee charters, taking into account input of the Board committees, as applicable, or the dissolution of Board committees.
6. Review Director Resignations Submitted Pursuant to Corporate Governance Guidelines. The NCG Committee shall recommend whether or not the Board should accept the resignation of a director tendered in accordance with the Company's corporate governance guidelines.

Corporate Governance

7. **Corporate Governance Guidelines.** The NCG Committee shall develop and recommend to the Board corporate governance guidelines applicable to the Company. The NCG Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.
8. **Board Leadership Structure.** As more fully provided for in the Company's corporate governance guidelines, the NCG Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company.

Evaluation of the Board; Succession Planning

9. **Evaluation of the Board.** The NCG Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The NCG Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.
10. **Succession of Senior Executives.** The NCG Committee shall oversee an annual review by the Board on succession planning for senior executives, which shall include transitional leadership in the event of an unplanned vacancy.
11. **Additional Duties.** The NCG Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. **Meetings.** The NCG Committee shall meet as often as it deems necessary in order to perform its responsibilities. The NCG Committee may also act by unanimous written consent in lieu of a meeting. The NCG Committee shall keep such records of its meetings as it shall deem appropriate.
2. **Subcommittees.** The NCG Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
3. **Reports to the Board.** The NCG Committee shall report regularly to the Board.
4. **Charter.** The NCG Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. **Independent Advisors.** The NCG Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent

advisors may be the regular advisors to the Company. The NCG Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the NCG Committee.

6. Investigations. The NCG Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the NCG Committee or any advisors engaged by the NCG Committee.
7. Annual Self-Evaluation. At least annually, the NCG Committee shall evaluate its own performance.