

MORPHIC HOLDING, INC.

**CHARTER OF
THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

**As adopted June 10, 2019
As amended December 1, 2023**

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Morphic Holding, Inc. (the “*Company*”) is to assist the Board with respect to director nomination and corporate governance matters, including the following:

- identify, consider, recruit and recommend candidates for membership on the Board;
- develop and recommend corporate governance guidelines and policies for the Company;
- oversee an annual evaluation of the Board and of each committee of the Board;
- advise the Board on other corporate governance matters;
- any related matters required by the federal securities laws; and
- assist the Board in overseeing any Company program relating to corporate responsibility and sustainability.

This charter (the “*Charter*”) sets forth the authority and responsibility of the Committee in fulfilling its purpose.

II. MEMBERSHIP

The Committee will consist of two or more members of the Board, with the exact number being determined by the Board. Each member of the Committee must meet the following criteria, in addition to meeting any additional criteria required by applicable law, the rules and regulations of the U.S. Securities and Exchange Commission (the “*Commission Rules*”) or of the securities exchange on which the Company’s securities are listed (the “*Exchange Rules*”) or such other qualifications as are established by the Board from time to time:

- be an “independent director” as defined under the Exchange Rules, except as may otherwise be permitted by the Exchange Rules;
- be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member; and
- meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. Members of the Committee 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, will automatically constitute

resignation or removal, as applicable, from the Committee.

The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “*Chair*”). If the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purposes outlined in Section I of this Charter are set forth below. These duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company’s needs and circumstances. The Committee may engage in such other activities, and establish such policies and procedures, from time to time as it deems necessary or advisable in implementing this Charter and fulfilling its responsibilities.

The Committee will:

Nominating Duties

1. Develop and recommend to the Board policies regarding the director nomination process and the desired qualifications, expertise and characteristics of Board members..
2. Identify, consider and recruit qualified candidates for Board membership, consistent with criteria approved by the Board.
3. Oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board.
4. Consider nominations properly submitted by the Company’s stockholders in accordance with the procedures set forth in the Company’s Bylaws or determined by the Committee from time to time.
5. Recommend to the Board for its selection all nominees to become members of the Board by appointment or to be proposed by the Board for election by the stockholders, including a slate of director nominees to be proposed by the Board for election at each annual meeting of stockholders and all director nominees to be elected by the Board or stockholders to fill interim director vacancies.
6. Consider the desirability of procedures for the retirement or replacement of Board members, and, if the Committee deems appropriate, review and recommend to the Board adoption or amendment of such procedures.

Corporate Governance Duties

7. Review and recommend to the Board for its determination, the independence of the non-employee directors and members of the Committee and the Audit Committee, Compensation Committee and other independent committees of the Board.
8. Periodically review and assess the adequacy of the Company’s Corporate Governance

Guidelines, the Code of Conduct and Ethics and any other compliance policies that the Committee deems appropriate, and make recommendations to the Board regarding such policies and recommend revisions for approval by the Board.

9. Discharge the responsibilities as set forth in the Company's Corporate Governance Guidelines, Code of Conduct and Ethics and any other policies, codes and guidelines approved by the Board. Oversee the establishment of procedures for the prompt internal reporting of violations of the Code of Conduct and Ethics

10. Periodically review and recommend to the Board any adjustments to the size, structure and composition of the Board and Board committees, and recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address interested director, ethical, legal or other matters that may arise.

11. Consider the Board's leadership structure, including, if applicable, the separation of the Chair of the Board and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

12. Periodically consider procedures for stockholder communications with members of the Board.

13. Oversee the implementation of any continuing education program for directors, including an orientation program for new directors, and oversee and maintain any such program that is implemented.

14. Periodically review with the Chief Executive Officer and the Chair of the Board or lead independent director of the Board the succession plans for senior management positions, reporting its findings and recommendations to the Board. If requested by the Board, evaluate potential successors to executive officer positions and review strategies to accelerate the readiness of candidates identified for these positions. Review other leadership and management processes upon request of the Board.

15. Develop and oversee a process for evaluation of the performance of the Board, each director and each committee of the Board on an annual basis.

16. Review any disclosure in the annual reports or the proxy statements for the Company's annual meetings regarding the Company's director nomination process and other corporate governance matters.

17. Review any proposed transaction referred to the Committee in the event that any member of the Audit Committee is a related party in such a transaction pursuant to the Company's Related Party Transactions Policy.

18. Make such recommendations to the Board and its committees as the Committee may consider necessary or appropriate and consistent with its purpose, and take such other actions and perform such other services as may be referred to it from time to time by the Board or required under the federal securities laws, the rules and regulations promulgated by the Commission under the Securities Exchange Act of 1934, as amended (the "*Commission Rules*") and the Exchange Rules.

19. Develop, recommend to the Board and oversee any of the Company's programs relating to corporate responsibility and sustainability, including environmental, social and corporate governance matters.

IV. STUDIES AND ADVISERS

The Committee, in discharging its responsibilities, may conduct or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full access to all books, records, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain and terminate legal and other consultants, accountants, experts and advisors of its choice to assist the Committee in connection with its functions, including any studies or investigations, and will have direct oversight of the work performed by such advisors. The Committee will have the sole authority to approve the fees and other retention terms of such advisors. In order to carry out its nominating duties, the Committee will have the authority to retain and terminate any search firm to be used to assist it in identifying director candidates, including the authority to approve such firm's fees and other retention terms. The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any search firm, legal and other consultants, accountants, experts and advisers retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

Irrespective of the retention of legal and other consultants, accountants, experts and other advisers to assist the Committee, the Committee shall exercise its own judgment in fulfillment of its functions.

V. MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF

Meetings of the Committee will be held from time to time, as determined appropriate by the Committee. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with the Company's Bylaws. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held in person or via telephonic or video conference. The Committee also may act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. Subject to the requirements of this Charter, applicable law, the Exchange Rules and the Commission Rules, the Committee and the Chair may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Secretary of the Company will provide the Committee such staff support as it may require.

VI. MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Chair or any member designated by the Committee will report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions. The minutes of the Committee and actions by the unanimous written consent of the Committee members will be made available to the other members of the Board.

VII. DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules and the Commission Rules, and the Company's Certificate of Incorporation and Bylaws, form and delegate, either exclusively or non-exclusively, authority to

subcommittees. Subcommittees of the Committee will consist of one or more members of the Committee who will regularly report on their activities to the Committee.

VIII. COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law, the Exchange Rules and the Commission Rules.

IX. REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate the Committee's composition and performance on an annual basis. The Committee will also review and reassess the adequacy of this Charter periodically, and recommend to the Board any changes the Committee determines are appropriate.

X. PUBLICATION

The Company will make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Exchange Act, will publish it on the Company's website.