

**PALVELLA THERAPEUTICS, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE**  
**COMMITTEE CHARTER**

*Effective February 5, 2025*

**I. PURPOSE**

The Nominating and Corporate Governance Committee (the “Committee”) shall report to and assist the Board of Directors (the “Board”) of Palvella Therapeutics, Inc., a Nevada corporation (the “Company”). The purpose of the Committee is to identify qualified individuals for membership on the Board and each committee of the Board consistent with the rules and regulations of the Securities and Exchange Commission (“SEC”) and the rules of The Nasdaq Stock Market LLC (“Nasdaq”), recommend to the Board the director nominees to fill vacancies on the board and to stand for election at the annual meetings of stockholders, develop and recommend to the Board a set of corporate governance guidelines for the Board and provide oversight of the corporate governance affairs of the Board, as well as such other matters as directed by the Board or this Nominating and Corporate Governance Committee Charter (this “Charter”).

**II. MEMBERSHIP**

The Committee shall be comprised of at least three (3) members of the Board. The Board shall have the sole authority to appoint members of the Committee. The members must be “independent,” as that term is defined in the rules and regulations of the SEC and in the Nasdaq rules. Members must have no material relationship to the Company, including as an employee of the Company, and be otherwise free of any relationship that, in the judgment of the Board, would interfere with his/her exercise of independent judgment as a Committee member. Members must also satisfy any other requirements imposed by applicable law, regulations or rules, including rules and regulations promulgated by the SEC, subject to any applicable exemptions and transition provisions.

Committee members may be removed, with or without cause, by the Board in its sole discretion. A member of the Committee shall be automatically removed if the member (1) is no longer a director of the Company, (2) is determined by the Board to no longer be “independent,” as that term is defined in the rules and regulations of the SEC and in the rules of Nasdaq, or (3) is ineligible because of other rules or requirements.

The Board shall designate one (1) member to act as the Chair of the Committee (the “Chair”). The Chair shall chair all meetings of the Committee and perform such other activities as from time to time are requested by the other Committee members or as circumstances dictate. All members of the Committee, including the Chair, shall serve on the Committee until their respective successors are elected and qualified or their respective earlier death, resignation or removal. The Committee may form and delegate authority to subcommittees when appropriate.

**III. MEETINGS**

The Committee shall meet as often as it determines is necessary to carry out its responsibilities under this Charter, and in no event less than twice each year. The Committee shall

report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding the conduct of meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board, as set forth in the certificate of incorporation and bylaws of the Company. The Committee shall maintain written minutes of its meetings, and shall cause such minutes to be filed with the records of the Company. The Committee may, in its discretion, invite to any meeting other directors of the Company, members of the Company's management or any other person, including, without limitation, outside counsel or consultants, whose presence the Committee believes to be desirable and appropriate. The Committee may exclude anyone with a personal interest in the matters under discussion.

#### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

The Committee shall have the following authority and responsibilities:

##### **Recruitment and Nomination of Directors and Committee Members**

1. Develop and submit to the Board for its adoption a list of selection criteria, consistent with the Corporate Governance Guidelines (as defined below) or governance policies, to be used by the Committee for the selection of new directors to serve on the Board and its committees, including policies regarding the desired knowledge, experience, skills, independence, diversity, and other characteristics of Board and committee members.
2. Identify, review and evaluate candidates, including candidates submitted by stockholders, for election to the Board and recommend to the Board (i) nominees to fill vacancies or new positions on the Board and (ii) the slate of nominees to stand for election by the Company's stockholders at each annual meeting of stockholders.
3. Consider proposals submitted by the Company's stockholders pursuant to the procedures described in the Company's bylaws and/or proxy statement and recommend to the Board appropriate action on any such proposal, and establish any policies, requirements, criteria and procedures to facilitate stockholder communications with the Board.
4. Annually review and recommend to the Board director independence determinations made with respect to continuing and prospective directors within the meaning prescribed by the SEC and Nasdaq (including whether a majority of the Board continue to be independent from management).
5. As needed, consider questions of independence and possible conflicts of interest of members of the Board and executive officers, including with respect to related-party transactions and any proposed board or advisory board memberships for a for-profit company for the chief executive officer or any director of the Company.

6. Annually review the Board's size, composition and structure and make recommendations to the Board as necessary.
7. Annually recommend to the Board, consistent with the selection criteria established by the Committee, (i) the assignment of directors to serve on each Board committee, (ii) the chair of each committee and (iii) the chair of the Board or lead independent director, as appropriate, and recommend additional committee members to fill vacancies or as otherwise needed.
8. Consider the Board's leadership structure, including the separation of the chair 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.
9. Review all resignations tendered by directors and recommend to the Board the action, if any, to be taken with respect to the resignation.

### **Corporate Governance**

1. Develop, recommend and oversee the implementation of the Company's corporate governance guidelines (the "Corporate Governance Guidelines"), and periodically review and recommend any necessary or appropriate changes to the Corporate Governance Guidelines.
2. Develop and recommend to the Board a code of business conduct and ethics ("Code of Conduct") applicable to the Company, including all of its directors, officers and employees, and periodically review and recommend any necessary or appropriate changes to the Code of Conduct. The Code of Conduct shall address, at a minimum, conflicts of interest, corporate opportunities, maintaining the confidentiality of non-public information, competition and fair dealing, protection and proper use of Company assets, compliance with applicable laws, rules and regulations, reporting of illegal or unethical behavior, waivers of the Code of Conduct, and compliance standards and procedures.
3. Periodically review the adequacy of the certificate of incorporation and bylaws of the Company and the charters of all committees of the Board, and recommend to the Board any necessary or appropriate amendments for approval and, as required, submission for consideration by the stockholders.
4. Oversee compliance with the Corporate Governance Guidelines and Code of Conduct by the Board and management of the Company and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Corporate Governance Guidelines or Code of Conduct for the Company's directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver.

5. 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.
6. Conduct a periodic review of the Company's succession planning process for the chief executive officer and any other members of the Company's executive management team and report its findings and recommendations to the Board.
7. Review important issues and developments in corporate governance, and develop appropriate recommendations for the Board.

### **Executive Sessions**

The Committee shall ensure that, as often as needed in the Committee's discretion but in no event less than twice per year, the outside or non-management directors shall meet in executive session prior to the conclusion of any regularly scheduled meeting of the Board. Executive sessions will be chaired by the lead independent director, or, in the case of executive sessions at which the principal items to be considered are within the scope of any specific committee, such meeting may be chaired by the chair of such committee.

### **Other Areas of Responsibility and Authority**

1. Develop procedures and guidelines for and oversee the annual self-evaluation of the Board and each committee of the Board.
2. Conduct an annual self-evaluation of its performance in fulfilling its duties and responsibilities under this Charter.
3. At least annually, review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
4. Consider and implement policies as necessary with respect to oversight, assessment and management of risks associated with the independence of the Board, potential conflicts of interest and the effectiveness of the Board.
5. Review and recommend as necessary director orientation and continuing education programs for members of the Board to the extent required by the SEC and the listing requirements of Nasdaq, as amended from time to time, and the Corporate Governance Guidelines.

## **V. RESOURCES AND AUTHORITY OF THE COMMITTEE**

The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates, in each case at the expense of the Company. The Committee shall have sole authority to approve fees, costs, compensation and other terms of engagement of such outside resources and advisors, all of which will be promptly paid by

the Company. The Committee shall also have the authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have the authority to require that any of the Company's personnel, counsel or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special legal, accounting or other advisors and consultants. The Committee is empowered to investigate any matter brought to its attention and to retain counsel, auditors or other experts as required and to recommend to the Board resolution of any matter brought to its attention.

#### **VI. ADDITIONAL ACTIVITIES**

The Committee shall perform any other activities required by applicable law, rules or regulations, including the rules and regulations of the SEC and the Nasdaq rules, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

#### **VII. LIMITATIONS**

All powers of the Committee are subject to the certificate of incorporation or bylaws of the Company and to applicable law. To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the certificate of incorporation or bylaws of the Company, the certificate of incorporation or bylaws of the Company, as appropriate, shall control.