

LEXEO THERAPEUTICS, INC.

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

(Adopted September 28, 2023)

PURPOSE

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

- identify individuals who are qualified to become members of the Board, consistent with criteria approved by the Board, from time to time;
- select, or recommend that the Board select, the director nominees for the next annual meeting of stockholders or to fill any vacancies or newly created directorships that may occur between such meetings;
- oversee the Company’s corporate governance policies and practices, and develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and
- oversee the evaluation of the Board.

COMPOSITION

1. **Membership and Appointment.** The Committee shall consist of at least two members of the Board. The members of the Committee shall be appointed by and shall serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board.

2. **Qualifications.** Each member of the Committee shall satisfy the independence requirements of The Nasdaq Stock Market (“*Nasdaq*”), as in effect from time to time, subject to any available exceptions.

3. **Chairperson.** The Board may designate a chairperson of the Committee. In the absence of that designation, the Committee may designate a chairperson by majority vote of the Committee members, provided that the Board may replace any chairperson designated by the Committee at any time.

MEETINGS AND MINUTES

The operation of the Committee will be subject to the bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee will hold such regular or special meetings as its members shall deem necessary or appropriate. The Committee may include in its meetings other directors, members of management or any other person whose presence the Committee believes to be necessary or appropriate in order to carry out its responsibilities. Notwithstanding the foregoing, the Committee may, as it deems appropriate in order to carry out its responsibilities, exclude from its meetings any persons, including but not limited to, any non-employee director who is not a member of the Committee. The Committee will maintain written minutes of its meetings. The Committee may also act by written consent (which may include electronic consent) in lieu of a meeting.

AUTHORITY

1. **Authority to Retain Search Firms.** The Committee shall have the authority, in its sole discretion, to retain and terminate executive search firms and such other advisors as the Committee deems necessary to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such search firms. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such executive search firm retained by the Committee.

2. **Access to Company Resources.** Each member of 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 such member's responsibilities hereunder.

3. **Authority to Form Subcommittees.** The Committee may form and delegate authority to one or more subcommittees to the extent allowed under applicable law. By delegating an issue to a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. Any action or decision of a subcommittee will be presented to the full Committee at its next scheduled meeting, or as soon thereafter as practicable.

The approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

The following are the principal responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations. The committee may also carry out any other responsibilities delegated to it by the Board from time to time.

1. **Director Criteria.** The Committee will periodically determine the qualifications, qualities, skills and other expertise required to be a director of the Company and will develop, and recommend to the Board for approval, criteria to be considered in selecting nominees for director (the "*Director Criteria*").

2. **Director Nominations.** The Committee will identify and evaluate candidates, including incumbent directors for reelection, to serve on the Board consistent with the Director Criteria, including consideration of any potential conflicts of interest as well as applicable independence and other requirements. The Committee will select (or recommend to the Board for selection) candidates to the Board to serve as nominees for director for the annual meeting of stockholders or to fill (or recommend to the Board to fill) any vacancies or newly created directorships that may occur between such meetings. The Committee shall also have the power and authority to consider recommendations for nominees for director submitted by the Company's stockholders and to establish any related policies, requirements, criteria and procedures, to recommend to the Board appropriate action on any such recommendation and to make any disclosure required by applicable law in the course of exercising its authority.

3. **Director Independence and Qualifications.** The Committee will conduct a preliminary assessment of the independence of directors and director nominees, as well as any additional qualification requirements for directors or director nominees who will be members of the Board committees, in accordance with the requirements prescribed by Nasdaq, and make recommendations to the Board relating to such matters.

4. **Board Structure.** The Committee will periodically review the composition and size of

the Board in light of the operating requirements of the Company and make recommendations, as it deems appropriate, to the Board. In particular, the Committee will consider the Board's leadership structure, including the separation of the chairperson and Chief Executive Officer roles, as applicable, 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.

5. **Board Committees.** The Committee will periodically review the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board. The Committee will recommend to the Board persons to be members and chairpersons of the various committees.

6. **Board and Management Assessment.** The Committee will oversee the process for the performance evaluations to be performed by the Board, the Committee and the other Board committees.

7. **Stockholder Communications.** The Committee will periodically review and make recommendations to the Board regarding the Company's policies and procedures for communications by stockholders with the non-employee members of the Board. The Committee will review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.

8. **Continuing Education.** The Committee may institute a plan or program for the continuing education of directors as it deems appropriate.

9. **Corporate Governance Guidelines.** In addition, the Committee will periodically review and assess the adequacy of the Company's corporate governance guidelines and, as appropriate, recommend any proposed changes to the Board for its consideration and approval.

10. **Environmental, Social and Sustainability Matters.** The Committee will review and consider environmental, social responsibility and sustainability matters as it determines appropriate and make recommendations to the Board regarding, or take action with respect to, such matters.

11. **Stock Ownership Guidelines.** If and as the Committee determines to be necessary or appropriate, the Committee will establish and monitor stock ownership guidelines for directors and executive officers of the Company.

12. **Charter Review.** The Committee will review and assess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval.

13. **Committee Evaluation.** The Committee will conduct a periodic evaluation of the performance of the Committee.

14. **Report to Board.** The Committee will report to the Board with respect to material issues that arise in the course of carrying out its responsibilities or such other matters as the Committee deems appropriate from time to time or whenever it shall be called upon to do so.

15. **General Authority.** The Committee may perform such other functions and will have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.