

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF  
THE BOARD OF DIRECTORS OF DYNVAX TECHNOLOGIES CORPORATION  
(REVIEWED AND UPDATED APRIL 11, 2024)**

**Organization**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Dynavax Technologies Corporation, a Delaware corporation (the “Company”), will consist of at least two (2) members of the Board and each Member shall meet the independence and other requirements imposed by applicable law and listing requirements of Nasdaq Stock Market (the “Nasdaq Rules”), the rules and regulations of the Securities and Exchange Commission (“SEC”) and any other qualifications determined by the Board, unless an exception to the independence requirements is otherwise permitted thereunder. Unless otherwise determined by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her replacement has been duly appointed by the Board. Resignation or removal of a Committee member from the Board for any reason shall automatically constitute resignation or removal, as applicable, from the Committee. The Board shall appoint the members of the Committee and the Committee chairperson, provided that if the Board does not designate a chairperson, then 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. The chairperson (or in his or her absence, a member designated by the chairperson) shall preside at all meetings of the Committee.

**Statement of Policy**

The purpose of the Committee shall be to (i) oversee all aspects of the Company’s corporate governance functions on behalf of the Board to the extent not otherwise retained by the Board; (ii) develop and recommend corporate governance guidelines and principles applicable to the Company; (iii) identify, review and evaluate candidates to serve as directors of the Company consistent with criteria approved by the Board and review and evaluate incumbent directors; (v) serve as a focal point for communication between such candidates, non-committee directors and the Company’s management; (vi) recommend such candidates to the Board to serve as nominees for director for the annual meeting of stockholders; and (vii) make such other recommendations to the Board regarding affairs relating to the directors of the Company.

**Authority**

The Committee shall have authority to retain and determine compensation for, at the expense of the Company, special legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties, including executive search firms to help identify director candidates. The Committee shall also have 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. 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 his or her responsibilities hereunder. The Committee shall have authority to require that any of the Company’s personnel, counsel, accountants (including the Company’s auditors) or investment bankers, 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 outside legal, accounting or other advisors or consultants. 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.

**Operating Principles and Processes**

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- *Communication* – Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.
- *Committee Education/Orientation* – Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company that will enhance the effectiveness of the Committee and the Board.
- *Reporting to the Board* – The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board. The Committee shall make recommendations periodically, and at least annually, to the Board concerning the responsibilities set forth below.

## **Responsibilities**

The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

- *Director Nominations* – The Committee shall have the responsibility for establishing criteria for Board qualification and membership and identifying, evaluating, reviewing and recommending qualified candidates to serve on the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall also have the responsibility for evaluating, reviewing and considering the recommendation for nomination of current directors for reelection to the Board. The selection of nominees for director to be presented to the stockholders for election or reelection, and the selection of new Directors to fill vacancies and newly created directorships on the Board shall be made by the full Board based on the recommendations of the Committee. Nominations from voting security holders shall be considered using the same criteria as potential nominees recommended by the members of the Committee or others, and there shall be no differences in the manner in which the Committee evaluates a candidate that is recommended for nomination for membership on the Board by the directors, officers or voting security holders.

In addition, the Committee shall evaluate and recommend to the Board the termination of membership of individual directors in accordance with the Board’s corporate governance guidelines, for cause or other appropriate reasons (including, without limitation, as a result of changes in employment status).

- *Board Assessment* – The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment includes evaluation of the Board’s oversight in setting strategy and tone for the conduct of management and operations, specific areas in which the Board and/or management believe better contributions could be made, and overall Board composition and makeup, including the

reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the skills and expertise appropriate for the Company. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the Nasdaq Rules, the rules and regulations of the SEC and applicable law. The results of such reviews shall be provided to the Board periodically, and at least annually, for further discussion and determination, as appropriate.

- *Board Committee Nominations* – The Committee, in consultation with the Chairman of the Board, and after due consideration of the input, independence and experience of the individual directors and independence and experience requirements in accordance with the Nasdaq Rules, the rules and regulations of the SEC and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee.
- *Stockholder Proposals* – Review annually any stockholder proposals submitted for inclusion in the Company’s proxy statement and recommend to the Board any statements by the Company in response.
- *Executive Officers* – The Committee, in consultation with the Chief Executive Officer, shall review periodically the succession planning for Executive Officers of the Company and report its findings and recommendations, including policies and principles for selection and performance review, to the Board.
- *Corporate Governance Guidelines* – The Committee shall, along with Company management, assess the Company’s existing governance guidelines and determine whether any changes are warranted and, if so, recommend such changes to the Board. The Committee also shall oversee and review the processes and procedures used by the Company to provide corporate governance information to the Board, its committees, and to the public. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.
- *Environmental, Social and Governance (ESG) Matters* – To the extent not directly managed by other committees of the Board, provide general oversight of the Company’s ESG strategy, targets, policies, performance, and reporting, and periodically review and discuss with management the Company’s practices with respect to ESG matters that are expected to have a significant long- and short-term impact on the Company’s performance, business activities, or reputation.
- *Board Meeting Procedures* – The Committee shall assist the Board chairperson or lead director in developing effective Board meeting practices and procedures.
- *Review Possible Conflicts of Interest* – The Committee shall consider possible conflicts of interest of officers and directors as set forth in the Company’s Code of Business Conduct and Ethics, review and make a determination regarding any requests for authorization for potential or actual conflicts of interest from officers and directors, including reviewing, as necessary, any officer’s request to accept a directorship position

with another company, and make recommendations to the Board to prevent, minimize or eliminate such conflicts of interest.

- *Leadership Structure* – The Committee shall consider the Board’s leadership structure, including the appointment of a lead independent director of the Board where no independent chairperson exists, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.
- *Committee Self-Assessment; Charter* – The Committee shall periodically review, discuss and assess its own performance. The Committee also shall review and assess the adequacy of this charter periodically, including the Committee’s role and responsibilities outlined herein, and shall recommend any proposed changes to the Board for its consideration.
- *Certificate of Incorporation and Bylaws* – Review the adequacy of the certificate of incorporation and bylaws of the Company and recommend to the Board, as conditions dictate, proposed amendments to the certificate of incorporation and bylaws.
- *General Authority* – The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of the foregoing.

## **Meetings**

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate, but in no event shall it meet less one (1) regular meeting per year. A majority of the Committee membership will be a quorum for the transaction of business, unless the committee shall consist of two members, in which event one member shall constitute a quorum. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee. The chairperson of the Committee will report to the Board from time to time or whenever so requested by the Board.

The chairperson of the Committee, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee’s agenda. At the discretion of the Committee, the Chief Executive Officer, Chairman of the Board, Chief Financial Officer, General Counsel, and any other person the Committee deems appropriate may attend any meeting of the Committee, except for portions of the meetings where his, her or their presence would be inappropriate, as determined by the Committee. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote.

## **Minutes and Reports**

Minutes of each meeting will be kept and distributed to each member of the Committee and the Secretary of the Company.

## **Review**

The Committee shall review (i) its own charter and recommend any proposed changes to the Board for approval; and (ii) its own performance, each as frequently as determined necessary by the Committee.