

KODIAK SCIENCES INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER.

PURPOSE

The primary purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Kodiak Sciences Inc. (the “**Company**”) is to assist the Board in fulfilling its oversight responsibilities with respect to corporate governance matters and Board membership. To accomplish this purpose the Committee shall:

- assist the Board in identifying individuals who are qualified to become Board members in accordance with criteria approved by the Board and select, or recommend to the Board that the Board select, specific individuals as director nominees for each meeting of stockholders at which directors are to be elected;
- recommend members for each Board committee;
- develop and recommend to the Board corporate governance guidelines applicable to the Company; and
- oversee performance evaluations of the Board and of its committees.

The Committee has the authority to undertake the specific duties and responsibilities as are enumerated-in or consistent-with this charter, and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

MEMBERSHIP

The Committee shall consist of at least two Board members. Committee members shall be appointed by the Board and may be removed by the Board in its discretion. The Board may designate one Committee member as its chairperson. If the Board does not designate a chairperson then the Committee may designate a chairperson by majority vote of its members. The Committee may form and delegate authority to subcommittees when appropriate.

Committee members shall not have a relationship with the Company or its affiliates that may interfere with their independence, and shall otherwise be deemed “independent directors” as defined by the listing standards of any stock exchange on which any of the Company’s capital stock is then listed (the “**Exchange Rules**”), including any exceptions permitted by such requirements, and such other qualifications as are established by the Board from time to time.

RESPONSIBILITIES AND DUTIES

The following are the principal recurring responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Committee deem appropriate. In carrying out its responsibilities, the Committee’s policies and procedures shall remain flexible, to best react to changing conditions and circumstances. The Committee’s responsibilities and duties shall include:

Corporate Governance Generally

- developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, and recommending to the Board changes to these guidelines as determined to be necessary;
- reviewing proposed changes to the Company's Certificate of Incorporation and Bylaws and making recommendations on any proposed changes to the Board;
- determining the manner in which stockholders may send communications to the Board (as a whole or individually), as well as the process by which stockholder communications will be relayed to the Board and recommending what the Board's response, if any, should be;
- reviewing any proposals properly submitted by stockholders for action at stockholder meetings and recommending any Board action to be taken in response to each such proposal;
- assisting the Board in fulfilling its responsibility for Chief Executive Officer succession planning;
- overseeing Board and Board committee compliance with applicable laws and regulations, including those promulgated by the Securities and Exchange Commission ("SEC") and the applicable Exchange Rules;
- considering social responsibility, environmental and sustainability matters as it determines appropriate and make recommendations to the Board regarding such matters; and
- reviewing its own charter and processes annually;

Board Composition, Evaluation and Nominating Activities

- overseeing the Board's annual performance and self-evaluation process, including, without limitation, conducting surveys of director observations, suggestions and preferences regarding how effectively the Board and each committee operates; reporting its conclusions from the evaluation process, including an assessment of the Board's and the committees' compliance with the principles set forth in the corporate governance guidelines and in the relevant committee charters; as well as identifying areas in which the Board and the committees could improve performance;
- reviewing and making recommendations to the Board regarding Board composition and size and determining the relevant criteria (including any minimum qualifications) for Board membership including issues of character, integrity, judgment, diversity, age, independence, skills, education, expertise, business acumen, business experience, length of service, understanding the Company's business, other commitments and the like;
- evaluating the "independence" of directors and director nominees against applicable rules and regulations promulgated by the SEC, the Exchange Rules and other applicable laws;
- establishing procedures for submission of candidates for election to the Board (including recommendations by stockholders of the Company);

- establishing procedures for identifying and evaluating director nominees;
- reviewing and recommending candidates, including candidates recommended by the stockholders, for election to the Board at the annual stockholder meeting or any special stockholder meeting where directors are to be elected, in compliance with the Company's policies and procedures for consideration of Board candidates;
- identifying, considering and recommending candidates to fill new Board positions or vacancies (in performing these duties, the Committee shall have authority to retain and terminate any search firm used to identify Board candidates, at the Company's expense, and shall also have authority to approve the search firm's fees and other retention terms);
- considering the Board's leadership structure, including separation of the Chairman and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and making such recommendations to the Board with respect thereto as the Committee deems appropriate;
- evaluating and recommending the removal of individual directors for cause or for other appropriate reasons;
- reviewing the disclosure included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters;
- review and consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's certificate of incorporation and bylaws;
- overseeing the orientation and continuing education activities for Board members and evaluating Board member participation in such activities in accordance with applicable listing standards;
- considering policies or practices regarding directors' ownership of Company stock;

Board Committees

- periodically reviewing the charter and composition of each Board committee and making recommendations to the Board for creating additional Board committees, changing committee mandates, or dissolving Board committees;
- recommending to the Board persons to be members and chairpersons of the various Board committees;

Conflicts of Interest / Related Party Transactions

- reviewing and approving the Company's Code of Business Conduct and Ethics;
- considering questions of possible conflicts of interest of Board members and of corporate officers;

- reviewing the Company's related-party transaction policy and reviewing and overseeing transactions between the Company and a related person for which review or oversight is required by applicable law or that are required to be disclosed in the Company's financial statements or SEC filings; and
- reviewing actual and potential conflicts of interest of Board members and corporate officers and approving or prohibiting any involvement of such persons in matters that may involve a conflict of interest (including any loan to an officer or employee) or taking of a corporate opportunity.

In performing its duties, the Committee shall have the authority, at the Company's expense, to retain, hire, and obtain advice, reports or opinions from internal or external legal counsel and expert advisors.

MEETINGS AND PROCEDURES

The Committee shall meet as often as it deems necessary or appropriate to fulfill its responsibilities, but no less than two times per year. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The Committee may establish its own meeting schedule, which it will provide to the Board. The chairperson of the Committee shall preside at each meeting. If a chairperson is not designated or present then the Committee members present may designate an acting chairperson. The Committee may act by written consent (which may include electronic consent), which shall constitute a valid Committee action if it has been executed by each Committee member and shows the date of execution.

The Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate to fulfill its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate, including non-employee directors who are not Committee members, to meet its responsibilities.

MINUTES

The Committee shall maintain written meeting minutes, which minutes will be filed with the minutes of the corresponding Board meeting. Any written consent will be effective on the date of the last signature and will be filed with the minutes of the corresponding Board meeting.

REPORTS

The Committee shall report to the Board from time to time or whenever so requested by the Board. In addition, the chairperson of the Committee or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

SUBCOMMITTEES

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. If so designated, each such subcommittee will establish its own schedule and maintain written minutes of the meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

COMPENSATION

Committee members shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.

COMMITTEE CHARTER REVIEW

The Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended charter changes to the Board for approval.

PERFORMANCE REVIEW

The Committee shall review and assess its performance annually.

AUTHORITY TO RETAIN ADVISORS

In performing its responsibilities, the Committee shall have the authority to engage and obtain advice, reports or opinions from internal or independent counsel and other expert advisors, as it determines necessary or appropriate, to fulfill its duties. The Committee shall have sole authority to retain and terminate search firms to assist in identifying director candidates, including sole authority to approve the search firm's fees and other retention terms. The Company will provide appropriate funding, as determined by the Committee, to pay any such search firms or any other outside advisors hired by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.