

# **MODERNA, INC.**

## **Nominating and Corporate Governance Committee Charter**

### **I. General Statement of Purpose**

The Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of Moderna, Inc. (the “Company”) is responsible for identifying individuals qualified to become board members, consistent with criteria approved by the Board, and recommending that the Board select the director nominees for election at each annual meeting of stockholders. The Nominating Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, periodically reviewing such guidelines and recommending any changes thereto, overseeing the evaluation of the Board and overseeing the Company’s corporate responsibility, environmental, social and governance (“ESG”) policies and initiatives.

### **II. Composition**

The number of individuals serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of at least two members of the Board, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the Listing Rules of the Nasdaq Stock Market LLC.

The Nominating Committee shall recommend to the Board nominees for appointment to the Nominating Committee annually and as vacancies or newly created positions occur. The members of the Nominating Committee shall be appointed annually by the Board and 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, shall automatically and without further action constitute resignation or removal, as applicable, from this Nominating Committee. Any vacancy on the Nominating Committee, occurring for whatever reason, shall be filled only by the Board. The Board shall designate one member of the Nominating Committee to serve as Chair of the Nominating Committee.

### **III. Meetings**

The Nominating Committee shall meet as often as it determines is appropriate to carry out its responsibilities, which meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Nominating Committee shall constitute a quorum for purposes of holding a meeting and the Nominating Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Nominating Committee may act by unanimous written consent in accordance with the Company’s By-laws. The Chair of the Nominating Committee, in consultation with the other Nominating Committee members and management, may determine the frequency and length of Nominating Committee meetings and may set meeting agendas consistent with this Charter.

#### **IV. Responsibilities and Authority**

The Nominating Committee's purpose and responsibilities shall be to:

##### **A. Review of Charter**

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

##### **B. Performance Evaluation of the Nominating Committee**

- Undertake periodically a performance evaluation of the Nominating Committee and report to the Board on the results of such evaluation.

##### **C. Selection of New Directors**

- Develop and recommend to the Board criteria for Board and committee membership, which shall include a description of any specific minimum qualifications that the Nominating Committee believes must be met by a Nominating Committee-recommended nominee, and a description of any specific qualities or skills that the Nominating Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval.
- Review the composition of the Board to ensure its members have the appropriate skills and expertise to oversee the Company.
- Establish a policy with regard to the consideration of director candidates recommended by stockholders.
- Establish procedures to be followed by securityholders in submitting recommendations for director candidates to the Nominating Committee and for the evaluation of those candidate recommendations by the Nominating Committee.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board select the director nominees for election at each annual meeting of stockholders.
- If a vacancy on the Board occurs, identify and recommend to the Board qualified candidates to fill such vacancy.
- Consider recommendations in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set

forth in Rule 5605(a)(2) of the Listing Rules of the Nasdaq Stock Market LLC.

- Recommend that the Board select the directors for appointment to committees of the Board.
- Review all stockholder nominations and proposals submitted to the Company (including any proposal relating to the procedures for making nominations or electing directors), determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend to the Board appropriate action on each such nomination or proposal.

**D. Corporate Governance Guidelines**

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company that satisfy the standards set forth in Rule 5605 of the Listing Rules of the Nasdaq Stock Market LLC.
- Review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

**E. Evaluation of Board of Directors**

- Oversee periodic evaluations of the Board and its committees.

**F. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates**

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Nominating Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

**G. Succession Planning**

- Review and discuss with the Board corporate succession plans for the Chief Executive Officer of the Company.

**H. ESG Policies and Initiatives**

- Periodically review corporate responsibility, environmental, social and governance ("ESG") matters pertaining to the Company. This shall include ESG policies and initiatives, such as actions to mitigate risks related to

climate change, as well as philanthropic initiatives, such as the Moderna Charitable Foundation.

#### **I. Stockholder Proposals**

- Review and make recommendations to the Board regarding the Company's response to any stockholder proposals for inclusion in the Company's annual proxy statement.

#### **V. General**

- The Nominating Committee may form and delegate authority to one or more subcommittees consisting of one or more of its members as the Nominating Committee deems appropriate to carry out its responsibilities and exercise its powers.
- The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee's responsibility.
- In carrying out its responsibilities, the Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Nominating Committee may consult. The Nominating Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Nominating Committee or meet with any members of or advisors to the Nominating Committee. The Nominating Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.
- The Nominating Committee may perform such other functions outside of its stated purpose as may be requested by the Board from time to time.
- The Nominating Committee is authorized to incur such ordinary administrative expenses as are necessary or appropriate in carrying out its duties.

Last amended December 7, 2022.