

AEROVATE THERAPEUTICS, INC.

Nominating and Corporate Governance Committee Charter

I. General Statement of Purpose

The Nominating and Corporate Governance Committee of the Board of Directors (the “**Nominating Committee**”) of Aerovate Therapeutics, Inc. (the “**Company**”) on behalf of the Board of Directors (the “**Board**”) 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 those guidelines and recommending any changes thereto, and overseeing the evaluation of the Board.

II. Nominating Committee Composition

The number of individuals serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, 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 members of the Nominating Committee shall be appointed by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of the Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Nominating Committee. Vacancies occurring, for whatever reason, may be filled 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. The Nominating Committee may meet in person or by teleconference, video conference or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Nominating Committee. 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.

IV. Nominating Committee Activities

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

- 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. The current criteria for Board and committee membership are set forth in Exhibit A hereto.
- Establish a policy regarding 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. The current procedures to be followed by securityholders in submitting recommendations for director candidates to the Nominating Committee are set forth in Exhibit A hereto.
- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by securityholders (a "**Stockholder Nomination**") and any policies or procedures for consideration of Stockholder Nominations. The current policy and procedures for consideration of Stockholder Nominations are set forth in Exhibit A hereto.
- 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; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to

elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating Committee.

- 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 for its approval 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 and Code of Business Conduct and Ethics periodically 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 Company's Chief Executive Officer and other key officers.

H. Continuing Education

- Periodically prepare or assemble materials and conduct sessions for members of the Board of Directors on topics that will assist them in discharging their duties

V. General

- The Nominating Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Nominating Committee deems it appropriate to do so in order to carry out its responsibilities.
- 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 as may be requested by the Board from time to time.

Adopted June 22, 2021, subject to effectiveness of the Company's Registration Statement on Form S-1 for its initial public offering.

Exhibit A

Policies and Procedures for Director Candidates

The Nominating and Corporate Governance Committee (the “**Nominating Committee**”) of the Board of Directors (the “**Board**”) of Aerovate Therapeutics, Inc. (the “**Company**”) and the Board, as applicable, has adopted this policy in accordance with proxy disclosure requirements set forth in rules adopted by the Securities and Exchange Commission (“**SEC**”) and the Nasdaq Stock Market LLC.

1. Security Holder Recommendations and Nominations

(a) Candidate Recommendations

The Nominating Committee is responsible for identifying individuals qualified to become members of the Board and its committees and recommending candidates for the Board’s selection as nominees for election to the Board at the next annual or other properly convened meeting of stockholders. The Nominating Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms or any other source it deems appropriate.

The procedures to be followed by security holders in submitting recommendations to the Nominating Committee for director candidates are set forth below:

- Securityholder recommendations for director candidates must be submitted in writing to the Secretary of the Company at 200 Berkeley Street, Floor 18, Boston, MA 02116, not less than 120 calendar days prior to the date on which the Company’s proxy statement was released to stockholders in connection with its previous year’s annual meeting.
- Securityholder recommendations for director candidates must include the following information:
 - The name and address of record of the securityholder;
 - A representation that the securityholder is a record holder of the Company’s securities or, if the security holder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934;
 - The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the recommended director candidate;
 - A description of the qualifications and background of the recommended director candidate that addresses the criteria for Board membership approved by the Board from time to time and set forth in these policies and procedures;
 - A description of all arrangements or understandings between the security holder and the recommended director candidate;

- The consent of the recommended director candidate (i) to be named in the proxy statement for the Company's next meeting of securityholders and (ii) to serve as a director if elected at that meeting; and
- Any other information regarding the recommended director candidate that is required to be included in a proxy statement filed pursuant to the rules of the SEC.

(b) Candidate Nominations

A securityholder desiring to nominate a person directly for election to the Board at an annual meeting of the securityholders must meet the deadlines and other requirements in the Company's bylaws and the rules and regulations of the SEC. The Secretary of the Company will provide a copy of the Company's bylaws upon written request from a securityholder.

2. Identifying and Evaluating Nominees for Director

The Nominating Committee will use the following guidelines to identify and evaluate any individual recommended by a securityholder for nomination to the Board:

- The Nominating Committee will consider candidates properly recommended by securityholders holding at least three percent (3%) of the Company's common stock continuously for at least twenty-four (24) months before the date the recommendation was submitted in the same manner as candidates recommended to the Nominating Committee from other sources.
- In evaluating director candidates, including directors eligible for re-election, the Nominating Committee will consider the following:
 - The current size and composition of the Board and the needs of the Board and its respective committees;
 - Such factors as character, integrity, judgment, diversity, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business and industry, conflicts of interest, and other commitments. The Nominating Committee need not assign any particular weight or priority to any one factor; and
 - Any other factors the Nominating Committee considers appropriate.
- The Nominating Committee requires the following qualifications to be satisfied by any nominee for a position on the Board:
 - High standards of personal and professional ethics and integrity;
 - Proven achievement and competence in the nominee's field and the ability to exercise sound business judgment;
 - Skills that are complementary to those of members of the existing Board;

- The ability to assist and support management and make significant contributions to the Company's success; and
- An understanding of the fiduciary responsibilities required of a director and a commitment to devote the time and energy necessary to perform those responsibilities.
- If the Nominating Committee decides that an additional or replacement director is required, it may do whatever it considers appropriate to evaluate a director candidate, including interviewing the candidate and the securityholder(s) recommending the candidate, engaging an outside search firm to gather additional information, and relying on the knowledge of the members of the Nominating Committee, other directors and/or management.
- The Nominating Committee may propose to the Board a candidate recommended or offered for nomination by a securityholder as a nominee for election to the Board.

3. Decision by Board of Directors

After receiving the Nominating Committee's recommendations, the Board will have final authority to determine the candidates to be nominated by the Board.

4. Modification of Policies and Procedures

These policies and procedures may be modified at any time by the Nominating Committee or the Board.