

STRUCTURE THERAPEUTICS INC.

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

PURPOSE

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

- identify, review, evaluate and communicate with candidates qualified to become Board members or nominees for directors of the Board consistent with criteria approved by the Board;
- recommend that the Board select the director nominees for the next annual general meeting of shareholders or to fill vacancies or newly created directorships that may occur between such meetings;
- oversee the Company’s corporate governance functions and develop and recommend to the Board a set of corporate governance guidelines applicable to the Company;
- oversee the Company’s environmental, social and governance (“*ESG*”) activities;
- oversee the evaluation of the Board and its committees; and
- recommend members of the Board to serve on committees of the Board.

COMPOSITION

Membership and Appointment

The Committee will consist of at least two members of the Board. The members of the Committee will be members of the Board appointed by, and will serve at the discretion of, the Board on the recommendation of the Nominating and Corporate Governance Committee. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

Qualifications

Each member of the Committee will satisfy (i) the independence requirements of The Nasdaq Stock Market, LLC (“*Nasdaq*”) listing requirements and (ii) any other qualifications determined by the Board.

Chairperson

The Board may designate a chairperson of the Committee (the “*Chair*”). In the absence of that designation, the Committee may designate a Chair by majority vote of the Committee members, provided that the Board may replace any Chair designated by the Committee at any time. The Chair will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chair, the Committee shall select another member to preside in accordance with the Company’s Articles of Association (the “*Articles*”).

MEETINGS AND MINUTES

The Committee will meet whenever its members deem a meeting necessary or appropriate. The Committee will determine where and when to meet. All non-management directors who are not members of the Committee may attend meetings of the Committee and may participate in discussions at those meetings but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons (other than a member of the Committee) it deems appropriate in order to carry out its responsibilities.

A majority of the authorized number of members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. In accordance with the Articles in case of an equality of votes the Chair shall have a second or casting vote.

The Committee will maintain written minutes of its meeting and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book.

AUTHORITY

Authority to Retain Advisors

The Committee shall have authority, in its sole discretion, to retain (or obtain the advice of) any director search firm to identify director candidates and other advisors to assist the Committee in fulfilling its responsibilities under this charter. If the Committee concludes that it must retain such director search firm or other advisors, it may do so and determine the compensation for such search firm or other advisors at the Company's expense. The Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of the Company. The Committee will have authority to require that any of the Company's personnel or outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its advisors.

Authority to Delegate Authority to Chair and Form Subcommittees

The Chair shall have the delegated authority to act on behalf of the Committee in connection with (1) approval of the retention of director search firms and other advisors (including negotiation and execution of their engagement letters), (2) approval of payment of expenses incurred by the Committee described in the previous paragraph and (3) as may otherwise be determined by the Committee. The Committee also may form and delegate authority to one or more subcommittees consisting of one or more of its members to the extent allowed under applicable law and Nasdaq listing requirements.

By delegating an issue to the Chair or 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 the Chair or a subcommittee, doing so will not limit or restrict future action by the Chair or subcommittee on any matters delegated to it. Any action or decision of the Chair or a subcommittee will be presented to the full Committee at its next scheduled meeting. By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities.

Access to Company Resources

The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee to discharge such member's responsibilities

hereunder.

RESPONSIBILITIES AND DUTIES

The Committee's responsibilities are for oversight, as described under "Purpose" above. The members of the Committee are not employees of the Company, and they do not perform management's functions. The Committee relies on the expertise and knowledge of management in carrying out its oversight responsibilities. The Committee shall have the following responsibilities; *provided, however*, that this list of responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law and Nasdaq listing requirements. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable law and Nasdaq listing requirements.

Board and Committee Selection, Composition and Evaluation

1. Director Criteria. The Committee will periodically review and recommend to the Board the qualifications, qualities, skills and other expertise desired for directors and director candidates ("***Director Criteria***").

2. Director Nominations. The Committee will identify, review, evaluate and communicate with candidates, including nomination of incumbent directors for reelection, to serve on the Board. The Committee will use the Director Criteria, including consideration of the potential conflicts of interest, director independence and other requirements. The Committee will make recommendations to the Board regarding nominees for director at the next annual general meeting of shareholders or 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 director nominees submitted by the Company's shareholders 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 disclosures 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 listing requirements, 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.

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. Leadership Structure. The Committee shall consider the Board's leadership structure, including the separation of the chair of the Board and Chief Executive Officer roles, whether the chair of the Board is also an employee director or a non-independent director, 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.

7. **Board and Committee Self-Evaluation.** The Committee will oversee the process for a self-evaluation of the Board to determine whether the Board and its committees are functioning effectively.

8. **Shareholder Communications.** The Committee shall periodically review and make recommendations to the Board regarding the Company's process for shareholder communications with the Board and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

9. **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.

10. **Orientation and Continuing Education.** The Committee may implement an orientation process for new directors and may institute plans or programs for the continuing education of directors, as it deems appropriate.

Corporate Governance

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

12. **ESG Oversight.** The Committee shall generally oversee the Company's ESG activities and make recommendations to the Board regarding, or take action with respect to, such matters.

Other Matters

13. **Committee Self-Assessment.** The Committee will annually evaluate its performance.

14. **Charter Review.** The Committee shall also review and assess the adequacy of this Charter annually and shall recommend any proposed changes to the Board for its consideration and approval.

15. **Report to the Board.** The Committee will report regularly to the Board with respect to such matters as the Committee deems appropriate from time to time or whenever requested to do so. The Committee shall provide such recommendations to the Board as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.

16. **General Authority.** The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of any of the foregoing.

Approved by the Board of Directors: October 27, 2022

Effective: February 2, 2023