



RULES GOVERNING THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF IMMATICS N.V.

These Rules were adopted by the Board on 17 June 2021, effective as of 1 July 2021.

1. DEFINITIONS AND INTERPRETATION

1.1 In these Rules the following terms shall have the following meanings:

"**Board**" means the board of the Company;

"**Chief Executive Officer**" means the Executive Director with the title of Chief Executive Officer;

"**Code**" means the Dutch Corporate Governance Code of 8 December 2016 as published in the Dutch Government Gazette number 45259 dated 21 August 2017;

"**Company**" means Immatics N.V., a public company under Dutch law, registered with the Dutch trade register under number 77595726;

"**Exchange Act**" means the United States Securities Exchange Act of 1934, as amended;

"**Executive Committee**" means the executive committee of the Company;

"**Executive Director**" means an executive director of the Company;

"**Executive Officer**" means a member of the Executive Committee, including each Executive Director and each other member of the Executive Committee, unless the context otherwise requires;

"**Nasdaq Stock Market Rules**" means the Listing Rules of the Nasdaq Stock Market LLC;

"**Nominating and Corporate Governance Committee**" means the nominating and corporate governance committee of the Board;

"**Non-Executive Director**" means a non-executive director of the Company;

"**Rules**" means these rules governing the Nominating and Corporate Governance Committee;

"**Securities and Exchange Commission**" means the United States Securities and Exchange Commission.

1.2 In these Rules references to Articles are to articles of these Rules, unless otherwise specified.

2. COMPOSITION

2.1 The Board shall have a Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee is composed of Non-Executive Directors. The Nominating and Corporate Governance Committee shall consist of such number of members as the Board may determine, but not less than three, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the Nasdaq Stock Market Rules, *provided, that*, a Non-Executive Director who is not "independent" as defined in Rule

5605(a)(2) under the Nasdaq Stock Market Rules may be appointed to the Nominating and Corporate Governance Committee if such appointment does not violate the Nasdaq Stock Market Rules.

2.2 Members of the Nominating and Corporate Governance Committee shall be appointed annually by the Board and may be dismissed by the Board at any time. Retirement or dismissal of a Non-Executive Director from the Board, for whatever reason, shall automatically constitute retirement or dismissal, as applicable, from the Nominating and Corporate Governance Committee.

3. DUTIES AND RESPONSIBILITIES

3.1 The duties of the Nominating and Corporate Governance Committee shall be to:

3.1.1 Selection of new Executive Directors and Non-Executive Directors

- (a) Recommend to the Board criteria for the Board and committee membership, which shall include a description of any specific, minimum qualifications that the Nominating and Corporate Governance Committee believes must be met by a Nominating and Corporate Governance Committee-recommended nominee, and a description of any specific qualities or skills that the Nominating and Corporate Governance Committee believes are necessary for one or more of the Executive Directors or Non-Executive Directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval.
- (b) Establish a policy with regard to the consideration of Executive Director and Non-Executive Director candidates recommended by shareholders.
- (c) Establish procedures to be followed by securityholders in submitting recommendations for Executive Director and Non-Executive Director candidates to the Nominating and Corporate Governance Committee.
- (d) Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by securityholders. The current process for identifying and evaluating nominees for the Board is as follows:
 - (i) the Nominating and Corporate Governance Committee may solicit recommendations from any or all of the following sources: non-management, Executive Directors or Non-Executive Directors, the Chief Executive Officer, other Executive Officers, third-party search firms, or any other source it deems appropriate;
 - (ii) the Nominating and Corporate Governance Committee will review and evaluate the qualifications of any such proposed Executive Director or Non-Executive Director candidate, and conduct inquiries it deems appropriate;
 - (iii) the Nominating and Corporate Governance Committee will evaluate all such proposed Executive Director or Non-Executive Director candidates in the same manner, with no regard to the

source of the initial recommendation of such proposed Executive Director or Non-Executive Director candidate;

- (iv) in identifying and evaluating proposed Executive Director or Non-Executive Director candidates, the Nominating and Corporate Governance Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed Executive Director or Non-Executive Director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.
- (e) Upon identifying individuals qualified to become Executive Directors or Non-Executive Directors, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board select the Executive Director or Non-Executive Director nominees for election at each annual general meeting, 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 an Executive Director or Non-Executive Director (pursuant, for example, to the rights of holders of preferred shares to elect Executive Directors or Non-Executive Directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such Executive Director or Non-Executive Director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating and Corporate Governance Committee.
- (f) Consider recommendations in light of the requirement that a majority of the Board be comprised of Non-Executive Directors who meet the independence requirements set forth in Rule 5605(a)(2) of the Nasdaq Stock Market Rules.
- (g) Recommend that the Board select the Non-Executive Directors for appointment to committees of the Board.
- (h) Review all shareholder nominations and proposals submitted to the Company (including any proposal relating to the procedures for making nominations or electing Executive Directors or Non-Executive Directors), determine whether the nomination or proposal was submitted in a timely manner and, in the case of an Executive Director or Non-Executive 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.

3.1.2 Profile of the Board

Make a proposal for a profile of the Board.

- 3.1.3 Performance assessment of individual Executive Directors, Non-Executive Directors and Board committee members
- Regularly assess the performance of individual Executive Directors, Non-Executive Directors and Board committee members and report on this to the Board.
- 3.1.4 Succession plan
- Draw up a plan for the succession of Executive Directors and Non-Executive Directors.
- 3.1.5 Proposals for appointments and reappointments of Executive Directors
- Make proposals for appointments and reappointments of Executive Directors and Non-Executive Directors.
- 3.1.6 Supervision selection criteria and appointment procedures for Executive Officers other than the Chief Executive Officer
- Supervise the policies of the Board regarding the selection criteria and appointment procedures for Executive Officers other than the Chief Executive Officer.
- 3.1.7 Performance evaluation of the Nominating and Corporate Governance Committee
- Undertake periodically a performance evaluation of the Nominating and Corporate Governance Committee and report to the Board on the results of such evaluation.
- 3.1.8 Corporate governance guidelines
- (a) 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 Nasdaq Stock Market Rules.
- (b) Review and reassess the adequacy of the corporate governance guidelines annually and recommend any proposed changes to the Board for approval.
- 3.1.9 Matters relating to retention and termination of search firms to identify Executive Director or Non-Executive Director candidates
- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying Executive Director and Non-Executive Director candidates and approve any such search firm's fees and other retention terms. However, the Nominating and Corporate Governance Committee shall not be required to implement or act consistently with the advice or recommendations of any director search firm and the authority granted in this Charter shall not affect the ability or obligation of the Nominating and Corporate Governance Committee to exercise its own judgment in fulfilment of its duties under this Charter. The Nominating and Corporate Governance Committee shall set the compensation and retention terms and oversee the work of any director search firm.
- Any director search firm retained by the Nominating and Corporate Governance Committee shall be independent as determined in the discretion of the Nominating and Corporate Governance Committee.
- 3.1.10 Board refreshment

Review the size of the Board and ensure that qualified director candidates, pursuant to the provisions of the Company's Diversity Policy, as then in effect, are included by the Company or any search firm it engages in each pool of candidates from which Board nominees are chosen, and to review the Company's policies, programs and initiatives for employee diversity and inclusion and provide guidance to the Board on diversity matters.

3.1.11 Corporate governance disclosure

Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Nominating and Corporate Governance Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement (or, if the Company does not file a proxy statement, in its Form 10-K or Form 20-F, in each case as applicable).

3.1.12 Corporate governance trends

Review emerging corporate governance trends and practices, and recommend changes to the Company's corporate governance practices to the Board.

3.1.13 Outside directorships

Review and approve, as appropriate, any requests from directors or officers to stand for election to any outside for-profit boards of directors.

3.2 The Nominating and Corporate Governance Committee shall prepare the decision-making by the Board and shall report to the Board on their discussions and findings.

3.3 The Nominating and Corporate Governance Committee shall perform all its duties on the basis of the considerations required to be taken into account by the Nasdaq Stock Market Rules, the rules of any other stock exchange on which the Company's securities are then listed, the Code, on a comply or explain basis, applicable law and the Nominating and Corporate Governance Committee's view of good practice at the relevant time.

3.4 The Company will provide new members of the Nominating and Corporate Governance Committee with appropriate onboarding briefings, and the full Nominating and Corporate Governance Committee with educational resources and opportunities related to corporate governance and other matters may be appropriate or requested by the Nominating and Corporate Governance Committee.

4. CHAIRMAN

4.1 The Board shall appoint from among the members of the Nominating and Corporate Governance Committee a chairman.

4.2 The duties of the chairman of the Nominating and Corporate Governance Committee shall particularly include ensuring the proper performance of the Nominating and Corporate Governance Committee.

4.3 The chairman of the Nominating and Corporate Governance Committee shall act as the main contact for the Board.

5. MEETINGS AND DECISION-MAKING

- 5.1 The Nominating and Corporate Governance Committee shall meet whenever a member of the Nominating and Corporate Governance Committee considers appropriate, but at least quarterly.
- 5.2 The agenda and materials for Nominating and Corporate Governance Committee meetings will be prepared by the Nominating and Corporate Governance Committee chairperson in consultation with the other Nominating and Corporate Governance Committee members.
- 5.3 Each member of the Nominating and Corporate Governance Committee may participate in a meeting by electronic means of communication, provided that all members of the Nominating and Corporate Governance Committee participating in the meeting can hear each other simultaneously. A member of the Nominating and Corporate Governance Committee so participating shall be deemed to be present at the meeting.
- 5.4 Each member of the Nominating and Corporate Governance Committee shall have one vote. All resolutions shall be adopted by an absolute majority of votes cast at a meeting at which more than half of the members of the Nominating and Corporate Governance Committee are present or represented. In the event of a tie vote, the chairman of the Nominating and Corporate Governance Committee shall have a casting vote.
- 5.5 The Nominating and Corporate Governance Committee may adopt resolutions without holding a meeting, provided that all members of the Nominating and Corporate Governance Committee have consented to this manner of adopting resolutions and the votes are cast in writing or by electronic means. Article 5.4 shall apply by analogy to the adoption of resolutions by the Nominating and Corporate Governance Committee without holding a meeting.
- 5.6 The Nominating and Corporate Governance Committee may invite any individuals to its meetings as it deems appropriate. However, the Nominating and Corporate Governance Committee shall meet regularly without such individuals present.

6. MISCELLANEOUS

- 6.1 These Rules have been drawn up pursuant to Article 9.4 of the Rules Governing the Board and the Executive Committee.
- 6.2 These Rules may only be amended by resolution of the Board to that effect.
- 6.3 These Rules shall be governed by and construed in accordance with Dutch law.
- 6.4 Any dispute arising out of or in connection with these Rules, including a dispute relating to the existence, validity or termination thereof or any non-contractual obligation arising out of or in connection with them, shall be resolved by the Dutch courts. The competent court in Amsterdam, the Netherlands, shall have jurisdiction to hear any disputes in the first instance.
- 6.5 The Nominating and Corporate Governance Committee shall receive appropriate funding from the Company, as determined by the Nominating and Corporate Governance Committee in its capacity as a committee of the Board, for the payment of compensation to any director search firm, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Nominating and Corporate Governance Committee that are necessary or appropriate in carrying out its duties.

6.6 The Nominating and Corporate Governance Committee will have access to the Company's books, records, facilities and personnel.