

VAXCYTE, INC.

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

PURPOSE AND POLICY

The primary purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Vaxcyte, Inc. (the “*Company*”) shall be to (i) oversee the Company’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify and evaluate candidates to serve as directors of the Company consistent with the criteria approved by the Board and review and evaluate the performance of the Board; (iv) serve as a focal point for communication between director candidates, non-committee directors and the Company’s management; (v) select or recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of stockholders or to recommend to the Board to fill any vacancies or newly created directorships that may occur between such meetings; and (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company.

COMPOSITION

The Committee shall consist of at least two (2) members of the Board. The members of the Committee shall satisfy the independence requirements imposed by any stock exchange on which any of the Company’s capital stock is listed, including any exceptions permitted by such requirements, as determined by the Board.

The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Board may designate a chairperson of the Committee. In the absence of that designation, the Committee may designate a chairperson by majority vote of the Committee members, provided that the Board may replace any chairperson designated by the Committee at any time.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company after each meeting. The chairperson of the Committee shall report to the Board from time to time or whenever so requested by the Board.

A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by a majority of the members present shall represent the valid action of the Committee. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set forth above shall be nonetheless duly authorized actions of the Committee for all corporate purposes.

AUTHORITY

The Committee shall have access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge such member's responsibilities hereunder. The Committee shall have access to and shall communicate with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable. The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors and consultants, as well as sole authority to retain and terminate executive search firms to help identify director candidates. The Committee shall have the authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses (including expenditures for external resources) that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants or investment bankers, or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other, advisors or consultants.

The Committee may form and delegate authority to one or more subcommittees as appropriate. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated, and, unless the Committee alters or terminates such delegation, any action by the Committee on any matter so delegated shall not limit or restrict future action by such subcommittee on such matters. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law. The approval of this Nominating and Corporate Governance Committee Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

To implement the Committee's purpose, the Committee shall have the following responsibilities. The Committee may supplement and, except as otherwise required by applicable law or the requirements of any stock exchange on which any of the Company's capital stock is then listed, deviate from these activities as appropriate under the circumstances:

- 1. *Director Nominations.*** The Committee shall identify and evaluate candidates to serve on the Board consistent with the criteria approved by the Board, including consideration of the potential conflicts of interest as well as applicable independence and other requirements. The Committee shall also have responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of stockholders or to recommend to the Board 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 Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action

on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

2. *Compliance Oversight.* The Committee shall provide oversight of the Company's compliance program, including healthcare and other identified compliance matters, and periodically receive updates about the compliance program from the Chief Compliance Officer and/or the General Counsel. The Committee shall review the status and effectiveness of the Company's compliance program with respect to certain legal and regulatory requirements. The Chief Compliance Officer and/or the General Counsel shall have the authority to communicate directly with the Committee, promptly, about actual and alleged violations of law, including any matters involving criminal or potential criminal conduct.

3. *Board and Management Assessment.* The Committee shall periodically review the performance of the Board, including Board committees, and management, and shall make recommendations to the Board and management, as applicable, for areas of improvement as it deems appropriate. The Committee shall also consider and assess the independence of directors, including consideration of any independence requirements imposed by any stock exchange on which any of the Company's capital stock is then listed.

4. *Board Committee Nominations.* The Committee shall oversee the Board's committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of any stock exchange on which any of the Company's capital stock is then listed, the rules and regulations of the Securities and Exchange Commission and applicable law, shall recommend to the entire Board annually the chairpersonship and membership of each committee.

5. *Continuing Education/Orientation.* The Committee shall institute such plans or programs as it may deem appropriate for the continuing education of directors and orientation of new directors.

6. *Corporate Governance Guidelines.* The Committee shall periodically review and assess the Company's corporate governance guidelines and shall recommend any changes deemed appropriate to the Board for its consideration.

7. *Procedures for Information Dissemination.* The Committee shall periodically review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

8. *Committee Self-Assessment; Charter.* The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically assess the adequacy of this charter and shall recommend any proposed changes to the Board for its consideration.

9. ***Annual Code of Business Conduct and Ethics Review.*** The Committee shall review and assess the adequacy of the Code of Business Conduct and Ethics annually and recommend any proposed changes to the Board for approval.

10. ***Environmental, Social and Sustainability Matters.*** The Committee shall review and consider environmental, social responsibility and sustainability matters as it determines appropriate and make recommendations to the Board regarding, or take action with respect to, such matters.

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