

## REPARE THERAPEUTICS INC.

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

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#### PURPOSE AND POLICY

The primary purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Repare Therapeutics Inc. (together with its consolidated subsidiaries, the “*Company*”) shall be to: (i) oversee aspects of the Company’s corporate governance functions on behalf of the Board; (ii) develop and make recommendations to the Board regarding corporate governance guidelines and issues; (iii) identify and evaluate candidates to serve as directors of the Company, consistent with the criteria approved by the Board; (iv) review and evaluate the performance of the Board and oversee the evaluation of management; (v) serve as a focal point for communication between director candidates, non-committee directors and the Company’s management; (vi) make recommendations to the Board regarding the selection and approval of candidates to serve as nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders or to fill any vacancies or newly created directorships that may occur between such meetings; and (vii) make other recommendations to the Board regarding affairs relating to the directors of the Company. The Committee shall also provide oversight assistance from time to time in connection with the Company’s legal, regulatory and ethical compliance programs, policies and procedures as established by management and the Board.

The operation of the Committee and this Nominating and Corporate Governance Committee Charter (the “*Charter*”) shall be subject to the amended and restated bylaws (the “*Bylaws*”) of the Company, the applicable rules and regulations of the Securities and Exchange Commission (the “*SEC*”), and the applicable rules and regulations under applicable Canadian securities law, each as in effect from time to time.

#### COMPOSITION

The Committee shall consist of at least two (2) members of the Board. The members of the Committee shall satisfy (i) the independence requirements imposed by The Nasdaq Stock Market LLC (“*Nasdaq*”) applicable to nominating and corporate governance committee members, as in effect from time to time, when and as required, including any exceptions permitted by such requirements, (ii) any applicable independence requirements as set out in applicable Canadian securities laws and (iii) any other qualifications 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 Committee’s chairperson shall be appointed by the Board, or if the Board does not do so, the Committee members shall designate a chairperson by vote of a majority of the full Committee, 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, but in no event shall it meet less than annually. 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. The Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book.

#### **AUTHORITY**

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have access to and shall communicate with the Board, chairpersons of the committees of the Board, 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, experts and consultants, as the Committee deems necessary or appropriate for carrying out its duties under this Charter. The Committee shall have the 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, unless prohibited by Nasdaq listing rules or applicable law. 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 (but only to the extent consistent with the Company's articles of continuance, Bylaws, Corporate Governance Guidelines, Nasdaq listing rules and other applicable law), consisting of one or more members of the Board (whether or not he, she or they are on the Committee) to the extent allowed under applicable law and Nasdaq listing rules. 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. Any action or decision of a subcommittee will be presented to the full Committee at its next scheduled meeting or as soon thereafter as practicable. The approval of this 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 deviate from these activities as appropriate under the circumstances (except as otherwise required by applicable law or the requirements of any stock exchange on which any of the Company's share capital is then listed):

1. **Director Criteria.** The Committee will periodically determine the qualifications, qualities, skills and other expertise required to be a director of the Company and will develop, and recommend to the Board for approval, criteria to be considered in selecting nominees for director.

2. **Director Nominations.** The Committee shall identify and evaluate candidates to serve on the Company's 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 shareholders. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's shareholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate shareholder 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. The Committee shall recommend nominees to the Board at an appropriate time (a) prior to each annual meeting of shareholders at which directors are to be elected or re-elected and (b) after a vacancy arises on the Board or a director advises the Board of his or her intention to resign.

3. **Board and Management Assessment.** The Committee shall periodically review, discuss and assess 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 assessment shall include evaluation of the Board's contribution as a whole and the Board's effectiveness in serving the best interests of the Company and its shareholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills, diversity and expertise appropriate for the Company. The Board and the Committee actively seek to achieve a diversity of professional and personal backgrounds on the Board, including diversity with respect to demographics such as gender, race, ethnic and national background, geography, age and sexual orientation. In assessing the directors, both individually and collectively, executive and non-executive, the Committee may consider the current needs of the Board and the Company to maintain a balance of knowledge, experience, diversity and capability in various areas. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by Nasdaq listing rules. The results of these reviews shall be provided to the Board for further discussion as

appropriate.

**4. Board Committee Membership.** 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 share capital is then listed, the rules and regulations of the SEC, NI 52-110, and applicable law, shall recommend to the entire Board annually the chairmanship 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. Stakeholder Engagement.** The Committee shall periodically review and make recommendations to the Board regarding the Company's process for shareholder and other stakeholder engagement with the Board, including the Company's shareholder engagement policy, and make such recommendations to the Board with respect thereto as the Committee deems appropriate. The Committee will review any proposals properly submitted by shareholders for action at the annual meeting of shareholders and make recommendations to the Board regarding action to be taken in response to each such proposal.

**7. Corporate Governance Guidelines.** The Committee shall periodically review and assess the Company's Corporate Governance Guidelines and the Company's Code of Business Conduct and Ethics and shall, as appropriate, recommend any changes it deems appropriate to the Board for its consideration and approval.

**8. Environmental, Social and Corporate Governance (ESG) Matters.** The Committee shall oversee and periodically review ESG matters relevant to the Company's business and operations, including, where applicable, policies and practices concerning (i) diversity, equity, and inclusion, (ii) ethical business practices, (iii) corporate social responsibility and (iv) environmental sustainability. In furtherance of these responsibilities, the Committee shall periodically receive reports and provide feedback on the Company's ESG strategy, initiatives and policies.

**9. Management Succession.** The Committee shall develop and periodically review with the Company's Chief Executive Officer the plans for succession for the Company's executive officers, as it sees fit, and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

**10. 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.

**11. *Ethical Compliance.*** The Committee shall review the results of management’s efforts to monitor compliance with the Company’s programs and policies designed to ensure adherence to applicable laws and rules, as well as to its Code of Business Conduct and Ethics.

**12. *Leadership Structure.*** The Committee shall consider the Board’s leadership structure, including the separation of the chairperson and Chief Executive Officer roles 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. The Committee shall also review and discuss the narrative disclosure regarding the Board leadership structure and role in risk oversight to be included in any public filing in response to the requirements of Item 407(h) of Regulation S-K (or any successor disclosure item).

**13. *Committee Self-Assessment; Charter.*** The Committee shall review, discuss and assess its own performance at least annually. 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.

**14. *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.

**PUBLICATION**

The Company will post this Charter on the Company’s website as required by applicable rules and regulations.

**Approved:                    May 8, 2020**  
**Effective:                    June 18, 2020**  
**Last Updated:                November 8, 2023**