

CONTEXT THERAPEUTICS INC.

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

(Adopted on June 18, 2021)

PURPOSE

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

- assist the Board in identifying individuals who are qualified to become members of the Board in accordance with criteria approved by the Board and select, or recommend to the Board that the Board select, specified individuals as director nominees;
- develop and maintain corporate governance policies applicable to the Company; and
- oversee the annual evaluation of the Board.

COMPOSITION

1. Membership and Appointment. The Committee shall consist of at least two members of the Board. Members of the Committee shall be appointed by the Board to serve for such terms as the Board may determine, and may be removed by the Board in its discretion (with or without cause).
2. Qualifications. Each member of the Committee must be an independent director in accordance with the independence requirements of The NASDAQ Stock Market LLC (the “**NASDAQ Rules**”) and shall have such other qualifications as are established by the Board from time to time, or as required by the NASDAQ Rules, applicable law or the rules and regulations of the U.S. Securities and Exchange Commission (the “**SEC**”); provided, however, that the Company may avail itself of any phase-in rules applicable to newly-listed companies.
3. Chairperson. 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.

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board deems appropriate. In carrying out its responsibilities, the policies and procedures of the Committee should remain flexible, in order to best react to changing conditions and circumstances.

1. Board Membership. The Committee shall:
 - Develop, and recommend to the Board for its approval, the criteria and qualifications for service as a director of the Company, as well as criteria and qualifications for members of the committees of the Board, consistent with the Company’s corporate governance guidelines (the “**Director Criteria**”).
 - Identify, evaluate and select, or recommend for the selection of the Board, (i) the director nominees for election to the Board by the stockholders at the annual meeting of stockholders or

any special meeting of stockholders at which directors are to be elected, and (ii) candidates to fill new positions or vacancies on the Board, in each case consistent with the Director Criteria.

- Develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board.
- Evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons.
- Evaluate the independence of directors and director nominees against the independence requirements of the NASDAQ Rules, the applicable rules and regulations promulgated by the SEC and other applicable laws.

2. Board Committees. The Committee shall:

- Review annually 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, including changes in structure, composition or the mandate of committees, as well as the creation or dissolution of committees.
- Recommend to the Board persons to be members and chairpersons of the various committees.

3. Corporate Governance. The Committee shall:

- Review and periodically make recommendations to the Board concerning the composition, size, structure and activities of the Board and its committees.
- Oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval, subject to submission for consideration by the stockholders, any changes to the Company's corporate governance framework, including its certificate of incorporation, bylaws and corporate governance guidelines.
- Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and oversee the conduct of such annual evaluation.
- Consider the Board's leadership structure, including the separation of the Chairman and Chief Executive Officer ("CEO") 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.
- Oversee preparation of and recommend to the Board the process and protocols regarding succession plans for the CEO, including plans in the event of an emergency, unexpected resignation or retirement of the CEO, as well as succession plans for any other members of the Company's executive management team.
- Review periodically succession plans for directors, committee members, committee chairpersons and any lead independent director.
- Oversee the participation of members of the Board in orientation and continuing education activities, including making recommendations for continuing education of Board members and evaluating the participation of members of the Board in accordance with applicable listing standards.

- Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.
 - Review annually and monitor compliance with, and recommend any changes to the Board to, the Company's Code of Business Conduct and Ethics, except as to financial, accounting and/or tax matters, including (i) considering questions of possible conflicts of interest of Board members and of corporate officers, and (ii) reviewing actual and potential conflicts of interest of Board members and corporate officers, other than transactions with related persons reviewed by the Audit Committee of the Board, and approving or prohibiting any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity.
 - Continually review important issues and developments in corporate governance, and develop appropriate recommendations for the Board when appropriate.
4. Committee Charter Review. The Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval. The Company shall make a copy of this charter publicly available on its website and shall disclose how to access the Committee's charter in its proxy statement.
5. Performance Review. The members of the Committee shall review and assess the performance of the Committee on an annual basis in fulfilling its duties and responsibilities under this charter.

MEETINGS AND PROCEDURES

1. Meetings.
- The Committee will meet as often as it deems necessary or appropriate, provided the Committee shall meet at least once each calendar year. Meetings will be held at such times and places as the Committee determines. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.
 - The Committee shall cause to be kept written minutes of its proceedings, which minutes will be filed with the minutes of the meetings of the Board.
 - The Committee may invite to its meetings any director, officer or employee 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 it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Committee.
2. Reporting to the Board of Directors. The Committee shall report regularly to the Board regarding its activities and recommendations.
3. Authority to Retain Advisors. The Committee shall have the authority to engage and terminate independent counsel, search firms or other advisors as it deems necessary or appropriate to carry out its duties. The Committee shall set the compensation and oversee the work of any such independent counsel, search firms or other advisors. The Company will provide appropriate funding, as determined by the Committee, to pay any outside advisors hired by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.

4. Subcommittees. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate, subject to applicable law and NASDAQ Rules. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole. Any actions of a subcommittee shall be presented to the full Committee at its next scheduled meeting.

5. Compensation. Members of the Committee shall receive such compensation, including equity and/or fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.
