



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. **Members.** The Board of Directors (the “**Board**”) of 89bio, Inc. (the “**Company**”) appoints a Nominating and Corporate Governance Committee (the “**Committee**”) of at least two members, consisting entirely of independent directors, and designates one member as chairperson. Members of the Committee are appointed by the Board. For purposes hereof, an “independent” director is a director who meets the Nasdaq Stock Market standards of independence for directors, as determined by the Board.

2. **Purpose, Duties and Responsibilities.** The purpose, duties and responsibilities of the Committee are to identify individuals qualified to become Board members (consistent with criteria approved by the Board); recommend to the Board the Company’s director candidates for election at the annual meeting of stockholders; and perform a leadership role in shaping the Company’s corporate governance. Among its specific duties and responsibilities, the Committee will:

- (a) Develop and recommend to the Board criteria for identifying and evaluating director candidates and periodically review these criteria.
- (b) Identify, review the qualifications of, and recruit candidates for election to the Board.
- (c) Assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- (d) Establish procedures for the consideration of Board candidates recommended for the Committee’s consideration by the Company’s stockholders.
- (e) Recommend to the Board the Company’s candidates for election or reelection to the Board at each annual stockholders’ meeting.
- (f) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- (g) Develop and recommend to the Board a set of corporate governance principles, and annually review these principles and recommend changes to the Board as appropriate.
- (h) Periodically review the Board’s leadership structure and recommend changes to the Board as appropriate.

- (i) Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.
- (j) Oversee the orientation process for new directors and ongoing education for directors.
- (k) Oversee the evaluation of the Board and its committees.
- (l) Annually evaluate the performance of the Committee and the adequacy of the Committee's charter and recommend changes to the Board as appropriate.

3. Subcommittees. The Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate.

4. Outside advisers. The Committee will have the authority to retain such outside counsel, experts, and other advisers as it determines appropriate to assist it in the full performance of its functions, including any search firm used to identify director candidates, and will receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such advisers and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties.

5. Meetings. The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. The majority of the members of the Committee constitutes a quorum. The Committee will report regularly to the Board with respect to its activities.

Last Amended: September 17, 2019