

NGM BIOPHARMACEUTICALS, INC.

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

APPROVED BY THE BOARD OF DIRECTORS

September 5, 2018

PURPOSE AND POLICY

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of NGM Biopharmaceuticals, Inc. (the “**Company**”) shall represent and assist the Board in fulfilling the Board’s oversight responsibilities with respect to: (i) overseeing the Company’s corporate governance functions; (ii) making recommendations to the Board regarding corporate governance issues; (iii) identifying and evaluating candidates to serve as directors of the Company consistent with the criteria approved by the Board; (iv) reviewing and evaluating the performance of the Board; (v) serving as a focal point for communication between director candidates, non-committee directors and the Company’s management; (vi) recommending to the Board for selection candidates to the Board, or, to the extent required below, to serve as nominees for director for the annual meeting of shareholders; and (vii) making other recommendations to the Board regarding affairs relating to the directors of the Company.

The “**Public Effective Date**” shall mean the date on which the Company’s registration statement on Form S-1 as filed with the SEC has been declared effective by the SEC, such that the Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and applicable rules and regulations of the SEC.

COMPOSITION

Following the Public Effective Date, the Committee shall consist of at least two (2) members of the Board. Following the Public Effective Date, the members of the Committee shall satisfy (i) the independence requirements imposed by the Nasdaq Stock Market LLC (“**Nasdaq**”), including any phase-in periods permitted by such requirements and (ii) any other qualifications determined by the Board or the Nominating and Corporate Governance Committee of the Board from time to time. The members of the Committee shall be appointed by and serve at the discretion of the Board. Resignation or removal of a Committee member from the Board for any reason shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be appointed by the Board.

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. In addition, the chairperson of the Committee or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

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 his or her 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, unless prohibited by Nasdaq listing rules or applicable law. Except as limited by 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, to the extent consistent with the Company's amended and restated certificate of incorporation, amended and restated bylaws, Corporate Governance Guidelines (as defined below), rules of Nasdaq and other applicable law. 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 by the Board 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 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 or, following the Public Effective Date, to serve as nominees for director for the annual meeting of stockholders. 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 Nasdaq listing rules and 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 stockholders 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.

2. Board and Management Assessment. Following the Public Effective Date, the Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. 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 stockholders, 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 and expertise appropriate for the Company. 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 any stock exchange on which any of the Company's capital stock is then listed. The results of these reviews shall be provided to the Board for further discussion as appropriate.

3. 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. Following the Public Effective Date, the Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements set forth in the listing standards of Nasdaq, the rules and regulations of the SEC and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee.

4. 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.

5. Stockholder Communications. The Committee shall periodically review and make recommendations to the Board regarding the Company's process for stockholder communications with the Board, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

6. Corporate Governance Guidelines. The Committee shall develop a set of corporate governance guidelines to be applicable to the Company and shall periodically review and assess the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics, and shall recommend any changes deemed appropriate to the Board for its consideration.

7. Management Succession. The Committee shall periodically review with the 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.

8. *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.

9. *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.

10. *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).

11. *Committee Self-Assessment; Charter.* Following the Public Effective Date, 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.

12. *Report to the Board.* The Committee, through the Committee's chairperson, shall regularly report to the Board regarding the Committee's actions, or whenever so requested by the Board.

13. *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.