
AURINIA PHARMACEUTICALS INC.
GOVERNANCE & NOMINATION
COMMITTEE CHARTER

(Approved• December 18, 2025)

AURINIA PHARMACEUTICALS INC.

GOVERNANCE & NOMINATION COMMITTEE CHARTER

The board of directors (the “**Board**”) of Aurinia Pharmaceuticals Inc. (the “**Company**”) has the responsibility for the overall stewardship of the conduct of the business of the Company and its subsidiaries and the activities of management of the Company, which is responsible for the day-to-day conduct of the business.

A. PURPOSE

The overall purpose of the Governance & Nomination Committee (the “**Committee**”) is to assist the Board in fulfilling its responsibilities in relation to:

1. the monitoring and oversight of the quality and effectiveness of the Company’s corporate governance practices and policies;
2. considering nominees for the Board; and
3. considering any conflicts of interest.

The Committee will also be responsible for oversight of the Company’s disclosure committee or, if no such committee has been established or the Committee otherwise desires to do so, adopting and periodically reviewing and updating the Company’s written disclosure policy. This policy will, among other things:

1. articulate the legal obligations of the Company and its subsidiaries as well as their respective directors, officers, employees and consultants with respect to confidential information;
2. identify spokespersons of the Company who are the only persons authorized to communicate with third parties, such as analysts, media and investors;
3. provide guidelines on the disclosure of forward-looking information;
4. require advance review by senior management or the disclosure committee of any selective disclosure of financial information to ensure the information is not material, to prevent the selective disclosure of material information, and to ensure that if selective disclosure does occur, a news release is issued immediately;
5. establish “black-out” periods immediately prior to and following the disclosure of quarterly and annual financial results and immediately prior to the disclosure of certain material changes during which the Company and its subsidiaries as well as their respective directors, officers, employees and consultants may not purchase or sell common shares of the Company; and
6. require reporting from senior management or the disclosure committee of concerns relating to disclosure, if any, that have occurred.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board, all of whom shall, unless otherwise determined by the Board, be “independent”, as that term is defined in applicable securities laws and regulations (including rules of any applicable stock exchange).
2. The Board shall appoint the members of the Committee. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair from among their number.
4. The Corporate Secretary of the Company shall be the secretary of the Committee, unless otherwise determined by the Committee.
5. The Committee shall meet as required on such dates and at such locations as the chair of the Committee shall determine and may also meet at any other time or times on the call of the chair of the Committee or any two of the other members.
6. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
7. The President and Chief Executive Officer (the “CEO”) shall be available to advise the Committee, shall receive notice of all meetings of the Committee and may attend meetings at the invitation of the chair of the Committee.
8. The Committee may retain special legal, accounting, financial or other consultants to advise the Committee at the Company’s expense.
9. The Committee may consider meeting “in-camera”, without management, after or during any Committee meeting.
10. The Committee may delegate from time to time to any person or committee of persons any of the Committee’s responsibilities that may legally be delegated.

C. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

1. to develop and monitor the Company’s overall approach to environmental, social and corporate governance issues and, subject to approval by the Board, to implement and administer a system of corporate governance which reflects superior standards of corporate governance practices;
2. to report annually to the Company’s shareholders, through the Company’s annual management information circular/proxy statement to shareholders in accordance with applicable securities laws, on the Company’s system of corporate governance and the operation of its system of governance, in addition to environmental and social matters,

having reference to such laws, rules, regulations, policies and instruments as may affect the environmental, social and corporate governance impacts of the Company from time to time;

3. to analyze and report to the Board the relationship of each director to the Company and significant shareholders as to whether such director is an independent director;
4. to advise the Board or any of the committees of the Board of any corporate governance issues which the Committee determines ought to be considered by the Board or any such committee;
5. to review with the Board, as required, but not less frequently than annually, the role of the Board, the terms of reference of each of the committees of the Board and the methods and processes by which the Board fulfills its duties and responsibilities, including without limitation:
 - (i) the number and content of meetings;
 - (ii) material which is to be provided to the directors generally and with respect to meetings of the Board or its committees;
 - (iii) resources available to directors; and
 - (iv) the communication process between the Board and management;
6. to propose to the Board, when required, the assignment of members to the committees of the Board and the chair for each committee;
7. to recommend to the Board a system which enables a committee or an individual director to engage separate independent counsel and advisors at the expense of the Company in appropriate circumstances and, upon the approval by the Board of such a process, to be responsible for the management and administration thereof;
8. whenever the Chair of the Board is also the CEO of the Company, to establish practices and procedures to permit the Board in appropriate circumstances to act independently;
9. to assist the Board in developing position descriptions for the Chair of the Board, President and CEO and Chief Financial Officer of the Company, and assessing the performance of the Chair of the Board; and
10. to assist the Board in the development of a Code of Ethics & Conduct for the Company and to advise the Board with respect to the interpretation and administration of the Code.
11. in consultation with the Board, to consider the appropriate size of the Board, with a view to facilitating effective decision-making;
12. in consultation with the Board, to establish criteria for Board membership, considering the competencies and skills that the Board, as a whole, should possess; assess the competencies and skills of each existing director and any new nominees and, recommend Board composition;

13. in conjunction with the Chair of the Board, to propose to the Board, annually, the members proposed for re-election to the Board and identify and, where appropriate, recommend new nominees for the Board; and
14. to ensure that there is in place an education and comprehensive orientation program for new members of the Board and a continuing education program for all directors;
15. to consider whether to establish term limits or other mechanisms of board renewal;
16. to establish and administer a process (including a review by the full Board and discussion with management) for assessing the effectiveness of the Board as a whole and the committees of the Board;
17. to review and advise the Board in respect of the Company's succession planning practices for the CEO and other executive officers of the Company; and
18. to review, on at least an annual basis, the following charter and policy documents, and make recommendations to the Board in respect of potential changes to:
 - (i) the "Mandate of the Board of Directors";
 - (ii) the "Terms of Reference for the Chair of the Board";
 - (iii) the "Chief Executive Officer Position Description";
 - (iv) the "Chief Financial Officer Position Description";
 - (v) the "Recruitment Policy";
 - (vi) the "Disclosure Committee Charter";
 - (vii) the "Insider Trading Policy";
 - (viii) the "Majority Voting Policy"; and
 - (ix) the "Corporate Disclosure Policy".

D. ANNUAL REVIEW AND ASSESSMENT

The Committee shall conduct an annual review and assessment of its performance, including of this Charter itself, the Committee's compliance with this Charter and its role, duties and responsibilities, and submit such report to the Board.