

## **INNOVIVA, INC.**

### **NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **PURPOSE**

The purpose of the Nominating/Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Innoviva, Inc. (the “Company”) shall be to (i) oversee the nomination of directors for service on the Board and its committees and other related matters and (ii) review and consider developments in corporate governance practices and to recommend to the Board a set of effective corporate governance policies and procedures applicable to the Company. The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

#### **MEMBERSHIP**

The members of the Committee will be nominated by, will be appointed by, and will serve at the discretion of, the Board and will consist of at least two (2) members of the Board. Each member of the Committee will be an independent director in accordance with the rules promulgated by the Securities and Exchange Commission (“SEC”) and The Nasdaq National Market (“Nasdaq”). The Board shall designate one member of the Committee as the Committee’s Chairperson.

#### **DIRECTOR NOMINATION POLICY**

The Committee has been established to serve the interests of the Company and its stockholders to obtain highly qualified candidates with the personal integrity, knowledge, skills, expertise, diversity of experience, ability to make independent analytical inquiries, understanding of the Company’s business environment and willingness to devote adequate time and effort to serve as members of the Board.

#### **RESPONSIBILITIES AND AUTHORITY**

The responsibilities and authority of the Committee shall include:

##### *Board and Committee Nomination and Evaluation*

1. Identifying, evaluating and making recommendations to the Board and the Company’s stockholders concerning the nominees for election to the Board and for appointment to its committees and the selection of Board committee chairs, in accordance with the requirements established by the SEC and Nasdaq and with the Board’s criteria for selecting new directors set forth in the Company’s Corporate Governance Guidelines as in effect from time to time (the “Guidelines”);

2. Considering appropriate diversity standards for the composition of the Board, including requirements under law or Nasdaq listing standards;
3. Considering stockholder nominees for election to the Board;
4. Conducting searches for potential Board members with the desired qualifications and expertise;
5. Evaluating the performance of the Board and of individual directors and overseeing the Board performance evaluation process, including conducting surveys of director observations, suggestions and preferences;
6. Evaluating and reviewing with the Board from time to time the appropriate skills and guidelines required of Board members in the context of the current make-up of the Board in accordance with the Corporate Governance Guidelines;
7. Evaluating the current composition and organization of the Board and its committees, determining future requirements and making recommendations to the Board for approval;
8. Overseeing and implementing, as necessary, director continuing education programs, including compliance with any applicable director continuing education requirements;
9. Reviewing the Committee's own charter, structure, processes and membership requirements; and
10. Performing such other duties as may be requested by the Board.

#### *Corporate Governance*

1. Generally advising the Board on corporate governance matters;
2. Regularly reviewing issues and developments related to corporate governance and identifying and bringing to the attention of the Board current and emerging corporate governance trends and issues that may affect the business operations, performance or public image of the Company;
3. Reviewing and assessing the adequacy of the Board's Corporate Governance Guidelines and recommending any modifications to the Corporate Governance Guidelines to the Board for approval;
4. Reviewing and assessing the Company's policies with regards to talent management and diversity and inclusion;
5. Reviewing and assessing the adequacy of the Company's Certificate of Incorporation and Bylaws and the charters of any committee of the Board periodically in order to ensure compliance with any principles of corporate governance developed by the Committee and recommend to the Board any necessary modifications to such documents;
6. Regularly monitoring the impact of the Company's initiatives on its overall corporate citizenship and corporate responsibility;

7. Reviewing the Committee's own charter, structure and processes; and
8. Carrying out any other duties and responsibilities assigned to it by the Board, to the extent permitted by law and the Company's Bylaws.

## **INVESTIGATIONS, STUDIES AND OUTSIDE ADVISORS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility with full access to all books, records, facilities and personnel of the Company.

The Committee has the exclusive authority to select, retain and terminate counsel, consultants, accountants and other advisers to assist the Committee in carrying out its duties; *provided* that the Committee may retain and obtain the advice of any such adviser only after taking into consideration factors relevant to adviser independence set forth in Nasdaq Listing Rule 5605(d)(3) and will be directly responsible for the appointment, oversight, compensation and termination of the adviser. The Committee also has the exclusive authority to determine its advisers' compensation and the other terms of their retention; *provided* that the Company will provide appropriate funding for such arrangements.

## **MEETINGS**

The Committee will determine its own schedule and will meet at least four (4) times each year. In lieu of holding a meeting, the Committee may act by circulating a written consent to each member of the Committee. The written consent constitutes a valid action of the Committee if it has been executed by each Committee member. The written consent will be filed with the minutes of Board meetings.

## **MINUTES**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

## **REPORTS**

The Committee will provide reports to the Board regarding the Committee's nominations for election to the Board and its committees and regarding such other matters as the Committee may deem appropriate.

## **SUBSIDIARIES**

The Committee shall be responsible for governance matters and the other matters described in this Charter with respect to the subsidiaries of the Company including the responsibility to evaluate candidates for appointment to the board of directors of such subsidiaries, and to make recommendations to the Board regarding such appointment.

## **PERIODIC REVIEW OF COMMITTEE PERFORMANCE**

The Committee will periodically review as it deems appropriate its operations and performance and make such changes as it deems appropriate.

## **COMPENSATION**

Members of the Committee shall receive such fees, if any, for their service as Committee members, as may be determined by the Board. Such fees may include retainers or per meeting fees and shall be paid in such form of consideration as is determined by the Board in accordance with the applicable rules of Nasdaq and the SEC.

## **DELEGATION OF AUTHORITY**

The Committee may, to the extent permitted under applicable law, the rules of Nasdaq and the SEC, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees when appropriate.

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