

**Charter  
Nominating and Governance Committee  
IsoPlexis Corporation**

The Board of Directors (the “Board”) of IsoPlexis Corporation (the “Company”) has adopted this charter (this “Charter”) for its Nominating and Governance Committee (the “Committee”).

**Composition**

**Number and Qualifications.** The Committee shall have at least two members. Except as otherwise permitted by applicable phase-in rules and exemptions, each member of the Board (“Director”) who serves on the Committee must be affirmatively determined by the Company to satisfy the requirements established by the Company’s Corporate Governance Guidelines, as well as by the rules and regulations promulgated by the Securities and Exchange Commission (the “SEC”) and the corporate governance listing standards of the Nasdaq Stock Market (“Nasdaq”), to be considered an “independent” Director.

**Appointment.** The Board, upon the recommendation of the Committee, shall elect the chairperson and other members of the Committee on an annual basis, generally at the first meeting of the Board following the Company’s annual stockholders meeting. Vacancies on the Committee shall be filled by a vote of the Board.

**Removal.** The Board may, pursuant to the Company’s amended and restated by-laws (the “By-laws”), remove a member of the Committee, or replace the chairperson, provided that the Board must, at all times, assure that the Committee will have, as soon as practicable, a chairperson and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.

**Purpose and Responsibilities**

Consistent with the Company’s Corporate Governance Guidelines, and in addition to any other responsibilities which may be assigned from time to time to the Committee by the Board, the Committee shall assist the Board in carrying out its responsibilities relating to the Company’s governance practices, CEO succession, and matters relating to the composition and evaluation of the Board. The Committee shall, in fulfilling these purposes, have the following authority and responsibilities:

***Governance***

- **General.** The Committee has the general responsibility, on behalf of the Board, for overseeing the Company’s corporate governance practices and profile, including, as appropriate, the legal standards, industry practices, investor views and potential benefits and risks associated with such governance practices and profile.

- **Governance Documents.** The Committee is responsible for reviewing and recommending to the Board amendments to the By-laws, the Company's certificate of incorporation (the "Certificate of Incorporation"), the charters for each committee of the Board and the Company's Code of Business Conduct and Ethics. The Committee is also responsible for reviewing and recommending to the Board the Company's Corporate Governance Guidelines and annually reviewing and making appropriate recommendations to the Board for revisions to the Corporate Governance Guidelines, which shall address the composition, structure, responsibilities, compensation and processes of the Board.
- **Corporate Governance.** As needed, the Committee is responsible for reviewing and making recommendations to the Board regarding Directors' proposed (i) service on other companies' boards or (ii) service on a greater number of boards or audit committees than is permitted by the Corporate Governance Guidelines absent Board approval.
- **Committee Structure and Appointments.** The Committee is responsible for periodically reviewing and making recommendations, if any, to the Board regarding the Board's committee structure, including the creation of new, or the elimination of existing, permanent or temporary committees of the Board. The Committee is also responsible for recommending Directors for appointment or removal by the Board as the chairperson and members of the Board's committees.

### *Director Nominations*

- **Director Candidates.** The Committee is responsible for identifying, reviewing, assisting in recruiting and recommending to the Board a diverse pool of individuals qualified to become Directors, consistent with the criteria determined by the Board, to be nominated by the Board and submitted to a stockholder vote at the annual meeting of stockholders. This includes the responsibility for reviewing Board candidates proposed by a stockholder of the Company and making recommendations to the Board for approval by the Board with respect thereto (provided that such recommendations are made in compliance with the Company's By-laws and stockholder recommendation policies and procedures). In the event of a newly created directorship or a vacancy on the Board, the Committee is responsible for recommending to the Board one or more candidates to fill such directorship or vacancy in accordance with the Certificate of Incorporation and By-laws.
- **Criteria.** In recommending candidates for election to the Board, the Committee shall take into consideration criteria established by the Board as set forth in the Corporate Governance Guidelines or established by the Committee in the Policy Statement Regarding Director Nominations, or as otherwise may be established by the Board from time to time. In advance

of, and at the time of, recommending candidates to the Board, the Committee shall inform the Board of the criteria used in making the recommendation. The Committee may, from time to time and/or upon request of the Board, make recommendations for approval by the Board with respect to such criteria. The Committee shall also review any Company policy related to stockholder recommendations for Director nominees and make recommendations for approval by the Board with respect thereto.

- **Policy Statement Regarding Director Nominations.** The Committee shall be responsible for adopting and reviewing the Policy Statement Regarding Director Nominations, which shall set forth, among other things: (i) the Committee's policy regarding the consideration of candidates proposed by stockholders; (ii) a description of the minimum criteria, as well as any experience, knowledge, skills, backgrounds, viewpoints and other qualities that the Committee believes are useful for one or more of the Company's Directors to possess; and (iii) a description of the Committee's process for identifying and evaluating Director nominees (including candidates recommended by stockholders).

#### *CEO Succession and Leadership Performance*

- **CEO Succession.** The Committee is responsible for overseeing the CEO succession planning process, including an emergency succession plan, in the event of the death or disability of the CEO. The full Board is responsible for selecting the Chairperson of the Board and CEO (whether those positions are occupied by one or more individuals).
- **Leadership Performance.** The Committee shall oversee the evaluation, at least annually, of management of the Company in general, while the Compensation Committee is responsible for reviewing the performance of management for compensation purposes.

#### *Board Leadership and Performance*

- **Leadership Structure of the Board.** The Committee shall review and make recommendations to the Board regarding the leadership structure of the Board, including, as needed, recommendations with respect to Board size. The Committee shall review and make recommendations to the Board with respect to director resignations as set forth in the Certificate of Incorporation and By-laws.
- **Board Evaluation.** The Committee is responsible for overseeing the Board's self-evaluation of its performance, which shall take place no less than annually.

- **Committee Evaluation and Review of Charter.** The Committee shall conduct a self-evaluation of its performance no less than annually. The evaluation shall address subjects including the Committee’s composition, responsibilities, structure and processes, and effectiveness. The Committee shall also review the Charter at least annually. The Committee shall, as appropriate, make recommendations to management and the full Board as a result of its performance evaluation and review of the Charter.
- **Other Committee Evaluations.** While each of the other committees of the Board is primarily responsible for conducting its own self-evaluation, the Committee shall be responsible for developing the overall framework for such committee evaluations.

*Other Matters*

- **Stockholder Proposals.** The Committee is responsible for reviewing and making recommendations to the Board regarding the Company’s response to validly made (pursuant to the SEC’s Rule 14a-8 as well as the Certificate of Incorporation and the By-laws) stockholder proposals for inclusion in the Company’s annual proxy statement.
- **Stockholder Communications.** The Committee is responsible for reviewing and making recommendations to the Board in reference to a process by which the Company’s stockholders may send communications to Directors and the process for determining which communications will be relayed to Directors. The process for stockholder communications with the Board shall be disclosed in the Company’s annual proxy statement.
- **Regulatory Oversight.** The Committee is responsible for overseeing developments in law and practice relating to corporate governance and the Company’s response thereto.
- **Orientation and Continuing Education.** The Committee is responsible for developing, reviewing, maintaining and updating the Company’s orientation programs for new members of the Board and continuing education programs for new members of the Board.
- **Conflicts of Interest.** The Committee is responsible for monitoring compliance with the Company’s Code of Business Conduct and Ethics as it relates to Directors and otherwise considering questions of possible conflicts of interest of Directors and of executive officers, other than transactions with related persons reviewed by the Audit Committee of the Board.
- **Environmental, Social and Governance Matters.** The Committee is responsible for overseeing management’s efforts with respect to environmental, social, governance (“ESG”) and other corporate social

responsibility matters and with respect to the publication of any ESG, corporate social responsibility or sustainability report.

- **Disclosure.** The Committee will review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

### **Committee Operations**

**Meeting Schedule.** The Committee shall approve its schedule of meetings and shall meet at least annually. The Committee may hold additional meetings at the direction of the Committee chairperson or at the request of any Committee member. The Committee may meet in person, by telephone conference call or by video conference, and may act by unanimous written consent.

**Agenda and Materials.** The Committee chairperson shall approve the agenda for the meetings, and any member may suggest items for the Committee's consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.

**Attendance at Meetings.** The Committee, at the discretion of the Committee chairperson, may invite members of management and such other persons as it deems appropriate to carry out its responsibilities, to attend the Committee's meetings.

**Executive Sessions.** Unless the Committee determines otherwise, the Committee shall hold an executive session at each regularly scheduled meeting.

**Voting.** One-half of the Committee members, but not fewer than two, shall constitute a quorum. Each Committee member shall have one vote and actions at meetings shall be approved by a majority of the members present.

**Delegation.** Except as otherwise prohibited by law, the applicable corporate governance listing standards of Nasdaq, the Certificate of Incorporation or the By-laws, the Committee may delegate its responsibilities to subcommittees or individuals.

**Minutes.** The Company's Office of the Corporate Secretary shall maintain minutes and other records of meetings and activities of the Committee.

**Reporting to the Board.** At the Board meeting following each Committee meeting, the Committee chairperson (or the chairperson's designee) shall report to the full Board on the Committee's actions and recommendations.

### **Committee Resources**

To assist the Committee in fulfilling its responsibilities, (i) the Committee shall have full access to the books and records of the Company and any of its consolidated subsidiaries, (ii) each Committee member shall have full access to any member of management, and (iii) the Committee may, in its sole discretion, retain consultants, counsel, search firms, and other advisors as it determines necessary to carry out its duties. The Committee will have sole authority and responsibility for hiring, approving the fees and retention terms for, overseeing the work of, and terminating the services of, such advisors. The Committee shall not be required to implement or act consistently with the advice or recommendations of any advisor, and the authority to engage advisors granted to the Committee pursuant to this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties under this Charter.

The Company will provide appropriate funding, as determined by the Committee, for the administrative expenses of the Committee, and any advisors that the Committee may employ in carrying out its duties.

### **Conflicts Between Documents**

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein, except where such action is required by applicable law or Exchange listing standards to be taken by the Committee.

Adopted on August 16, 2021; Effective upon the effectiveness of the registration statement relating to the Company's initial public offering