APTEVO THERAPEUTICS
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

A. Purpose

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the "Board") of Aptevo Therapeutics Inc. (the "Company") is to:

- develop and recommend to the Board a set of corporate governance guidelines applicable to the Company;
- identify individuals qualified to become Board members;
- recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board or any committees of the Board;
- periodically review and make recommendations to the Board with respect to director compensation;
- oversee the evaluation of the Board; and
- provide Board education recommendations to the Board.

B. Structure and Membership

1. Number. The Nominating and Corporate Governance Committee shall consist of such number of directors as the Board shall from time to time determine.

2. Independence. Except as otherwise permitted by the applicable rules of the Nasdaq Stock Market, each member of the Nominating and Corporate Governance Committee shall be independent as defined by such rules.

3. Chair. Unless the Board elects a Chair of the Nominating and Corporate Governance Committee, the Committee shall elect a Chair by majority vote.

4. Compensation. The compensation of Nominating and Corporate Governance Committee members shall be as determined by the Board.

5. Selection and Removal. Members of the Nominating and Corporate Governance Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Nominating and Corporate Governance Committee with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Nominating and Corporate Governance Committee.

C. Authority and Responsibilities

General

1. The Nominating and Corporate Governance Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management and others, in accordance with its business judgment.

Corporate Governance

2. Corporate Governance Guidelines. The Nominating and Corporate Governance Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval. The Nominating and Corporate Governance Committee shall fulfill its obligations under the Corporate Governance Guidelines.

3. Board Leadership Structure. As more fully provided for in the Corporate Governance Guidelines, the Nominating and Corporate Governance Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics or circumstances of the Company. In the event the Chair of the Board is not an independent director, the Nominating and Corporate Governance Committee may nominate an independent director to serve as "Lead Director," who shall be approved by a majority of the independent directors.

Board and Committee Membership

4. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the ability to nominate directors, the Nominating and Corporate Governance Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with guidelines approved by the Board, and (ii) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates properly and timely recommended by stockholders in accordance with the procedures set forth in the Company's annual meeting proxy statement or in accordance with the Company's charter and bylaws. The Committee will also consider the criteria established by the Board or included in the Company's Corporate Governance Guidelines. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same guidelines, and shall follow substantially the same process in considering them, as it does in considering other candidates.

5. Criteria for Selecting Directors. The Board is responsible for approving guidelines for selecting directors. The Nominating and Corporate Governance Committee shall use such guidelines and the principles set forth in the Company's Corporate Governance Guidelines to guide its director selection process. The Nominating and Corporate Governance Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and guidelines for new Board members as well as the composition of the Board as a whole. The Nominating and Corporate Governance Committee

may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.

6. Search Firms. The Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

7. Selection of Committee Members. The Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission and applicable law.

8. Oversight of Board Committees. The Nominating and Corporate Governance Committee shall periodically review the composition of each Board Committee and make recommendations to the Board for changes or rotation of committee members, the creation of additional Board committees, any changes in committee charters, taking into account input of the Board committees, as applicable, or the dissolution of Board committees.

9. Review Director Resignations Submitted Pursuant to Corporate Governance Guidelines. The Nominating and Corporate Governance Committee shall recommend whether or not the Board should accept the resignation of a director tendered in accordance with the Company's corporate governance guidelines.

10. Continuing Education. The Nominating and Corporate Governance Committee shall consider instituting a plan or program for the continuing education of directors.

Evaluation of the Board; Succession Planning; Delegations of Authority

11. Evaluation of the Board. The Nominating and Corporate Governance Committee shall be responsible for overseeing a biennial evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.

12. Succession of Senior Executives. The Nominating and Corporate Governance Committee shall oversee a review by the Board on succession planning, which shall include transitional leadership in the event of an unplanned vacancy.

13. Delegations of Authority to Senior Executives. The Nominating and Corporate Governance Committee shall periodically review and make recommendations to the Board with respect to, standing delegations of authority that have been granted to management and any suggested revisions.

14. ESG Governance. The Nominating and Corporate Governance Committee shall coordinate with the Audit Committee, in the Audit Committee's primary oversight over the Company's environmental, social and governance ("ESG") activities, including disclosures.

15. Additional Powers. The Nominating and Corporate Governance Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Nominating and Corporate Governance Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Nominating and Corporate Governance Committee may meet in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for purposes of a meeting, and the Nominating and Corporate Governance Committee may act by a vote of a majority of members present at a meeting. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Nominating and Corporate Governance Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.

3. Reports to the Board. The Nominating and Corporate Governance Committee shall report regularly to the Board.

4. Charter. At least annually, the Nominating and Corporate Governance Committee shall, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Independent Advisors. The Nominating and Corporate Governance Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

6. Investigations. The Nominating and Corporate Governance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

7. Self-Evaluation. At least biennially, the Nominating and Corporate Governance Committee shall evaluate its own performance.

Approved April 2026