

VOYAGER THERAPEUTICS, INC.

AMENDED AND RESTATED NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Effective March 15, 2023)

A. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Voyager Therapeutics, Inc. (the “Company”) is to:

1. recommend to the Board the persons to be nominated by the Board 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;
2. recommend to the Board the directors to be appointed to each committee of the Board;
3. develop and recommend to the Board corporate governance guidelines applicable to the Company, as amended from time to time (“Corporate governance Guidelines”);
4. conduct the evaluation of the Company’s Chief Executive Officer and coordinate with the Compensation Committee of the Board regarding performance evaluation and compensation recommendations to the Board for Board approval;
5. oversee succession planning for the Chief Executive Officer; and
6. oversee the annual evaluation of the Board and its committees.

B. Structure and Membership

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by applicable Nasdaq rules, each member of the Committee shall be an “independent director” as defined by Nasdaq Rule 5605(a)(2).
3. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.

4. Compensation. The compensation of Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Committee from such Committee, with or without cause.

C. **Authority and Responsibilities**

General

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

Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria 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 proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
2. Criteria for Selecting Directors. The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
3. Diversity. The Committee shall ensure, to the extent consistent with applicable legal requirements and the Board's fiduciary duties, that new Board nominees are drawn from a pool that includes diverse candidates, including women and minority candidates. The Committee is committed to seeking out highly qualified women and minority candidates as well as candidates with diverse backgrounds, experiences and skills as part of each Board search the Company undertakes.
4. Search Firms. The Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including 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.

5. Selection of Committee Members. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.
6. Oversight of Board Committees. The 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.

Corporate Governance

7. Corporate Governance Guidelines. The Committee shall develop and recommend to the Board 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.
8. Board Leadership Structure. As more fully provided for in the Company's Corporate Governance Guidelines, the Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company.
9. ESG Matters. Review and discuss with management the Company's environmental, social and governance programs, including environmental sustainability.

Evaluation of the Board; Evaluation of the CEO; CEO Succession Planning

10. Evaluation of the Board. The Committee shall be responsible for overseeing an annual self-evaluation of the Board and its committees to determine whether they 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 and each of its committees.
11. Evaluation of the CEO. The Committee shall be responsible for conducting the annual performance evaluation of the Chief Executive Officer based on the achievement of the Company and the Chief Executive's individual goals. The Committee shall determine the methods and inputs to be used and participants to be engaged in preparing the evaluation and making a recommendation regarding the Chief Executive Officer's performance. The assessment and recommendation of the Committee shall be furnished to the Compensation Committee of the Board. The Compensation Committee shall use such recommendation as a basis for making a recommendation to the Board regarding the annual compensation of

the Chief Executive Officer. The recommendations of Committee and the Compensation Committee shall be the basis for the Board's approval of the annual performance evaluation and compensation of the Chief Executive Officer.

12. CEO Succession Planning. The Committee shall from time to time review for the purpose of advising the Board on succession planning for the Chief Executive Officer of the Company, which shall include transitional leadership in the event of an unplanned vacancy.
13. Additional Duties. The Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. 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 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 Committee shall report regularly to the Board.
4. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The 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 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. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance.