

IGM BIOSCIENCES, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Adopted and approved August 7, 2019 and effective as of the Company's initial public offering.

The Corporate Governance and Nominating Committee (the "**Committee**") of the Board of Directors (the "**Board**") of IGM Biosciences, Inc. (together with its subsidiaries, as applicable, the "**Company**") has been appointed by the Board with the purpose, power and authority, and the responsibilities, set forth in this charter.

Purpose

The purpose of the Committee is to provide oversight with respect to corporate governance, the appointment of new directors, the selection of director nominees, and various related matters.

Composition

1. Membership. The Committee will consist of at least two members of the Board. The Chairperson of the Committee will be appointed by the Board. The Board may at any time and in its discretion remove any member of the Committee and may fill any vacancy in the Committee.
2. Qualifications. Each member of the Committee must be a member of the Board who satisfies all applicable definitions of independence for directors promulgated by the Nasdaq Stock Market LLC ("**Nasdaq**") and the Securities and Exchange Commission ("**SEC**"). The determination of independence will be made by the Board; provided, however, that the Company may avail itself of any phase-in rules applicable to newly-listed companies.
3. Chairperson. The Chairperson of the Committee (or in the Chairperson's absence, a member designated by the Chairperson or the Committee) will preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee's activities.

Responsibilities

The following are the principal recurring responsibilities of the Committee.

1. Board Composition. The Committee will make recommendations to the full Board regarding the size and structure of the Board; the composition of the Board; criteria for Board membership, including any minimum qualifications and issues of character, integrity, judgment, diversity (including without limitation diversity in terms of gender, race, ethnicity and experience), age, independence, skills, education, expertise, business

acumen, corporate experience, length of service, understanding of the Company's business, other commitments and the like; and the process for filling vacancies on the Board. In all cases, Committee recommendations are subject to any commitments made by the Company by contract or in its certificate of incorporation.

2. Board Candidates. The Committee will establish procedures for the submission of candidates for election to the Board. This will include procedures for:
 - a. considering recommendations by stockholders of the Company;
 - b. reviewing the disclosure included in the Company's proxy statement regarding the Company's nomination process;
 - c. identifying individuals qualified to become Board members; and
 - d. recommending to the Board nominees to fill vacancies and newly created directorships on the Board and nominees to stand for election as directors.

In all cases, the actions of the Committee are subject to any commitments made by the Company by contract or in its certificate of incorporation. The Committee has authority to approve nominees designated by stockholders of the Company who have contractual rights to designate directors of the Company.

3. Composition of Board Committees. The Committee will review the duties, composition, and charters of committees of the Board, including a review of the criteria for composition of the Audit Committee, the Compensation Committee and this Committee, and will identify and recommend to the Board directors that are qualified to become members of each Board committee, taking into account such listing (if applicable), regulatory (if applicable) and other criteria as the Committee deems appropriate or that is required under the circumstances, in all cases subject to any commitments made by the Company by contract or in its certificate of incorporation.
4. Corporate Governance Principles. The Committee will review and recommend to the Board the Corporate Governance Guidelines of the Board and any proposed changes to such Guidelines and make recommendations for continuing education of Board members and management. The Committee will recommend to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its certificate of incorporation and bylaws.
5. Committee Evaluation. The Committee will conduct and present to the Board an annual self-performance evaluation of the Committee.
6. Board Performance. The Committee will oversee the evaluation of the Board, its committees and management and report such evaluation to the Board.
7. Code of Conduct. The Committee will review and approve the Company's Code of Business Conduct and Ethics, and any material amendments.

8. Disclosure. The Committee will review and discuss with management the 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, to be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
9. Charter. The Committee will review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

The function of the Committee is primarily one of oversight. The Company's management is responsible for ensuring that the Company's governance-related disclosures, its governance plans and policies, and its selection and nomination of directors, comply with applicable law. The Committee is responsible for assisting the Board in overseeing the conduct of these activities by management and the Company's legal advisors. The Committee is not responsible for providing any expert or special assurance as to governance or nominating matters.

General

1. The Committee will meet at such times as the Committee will determine. The Committee may meet in person, by telephone, or video conference.
2. A majority of the total number of Committee members will constitute a quorum of the Committee.
3. If a quorum is present, a majority of the members of the Committee present will be empowered to act on behalf of the Committee.
4. Minutes are kept of each meeting of the Committee, and the Committee will regularly provide reports of its actions to the Board.
5. The Committee may delegate its authority to subcommittees or the Chairperson of the Committee when it deems it appropriate and in the best interests of the Company and when such delegation would not violate applicable law, regulation or Nasdaq or SEC requirements.
6. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee. The Committee may establish its own meeting schedules, which it will provide to the Board.
7. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.
8. Members of the Committee can receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Members of the

Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

9. The Committee is authorized to engage independent legal counsel, search firms, and other advisers as it determines necessary or appropriate to carry out its duties. The Company will provide appropriate funding, as determined by the Committee, for the payment of compensation to any advisers engaged by the Committee pursuant to this subsection. The Committee will have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.
10. The Committee shall have the discretion to determine and adopt such Company policies and procedures as it deems necessary or desirable to perform its duties with respect to matters within the purview of the Committee.
11. In addition to the powers and responsibilities expressly delegated to the Committee in this charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws (as in effect from time to time) and applicable law. The powers and responsibilities delegated by the Board to the Committee in this charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.