*Approved as of September 29, 2026*

**MACROGENICS, INC.**

# CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the "Board") of MacroGenics, Inc. (the "Company") has adopted the following Corporate Governance Guidelines (the "Guidelines") to assist the Board in exercising its responsibilities. These Guidelines reflect the Board's commitment to building long-term stockholder value with an emphasis on responsible corporate governance. These Guidelines are intended to comply with, and to supplement, federal and state laws and regulations applicable to the Company, including the Delaware General Corporation Law, the Amended and Restated Certificate of Incorporation and Amended and Restated By-Laws (the "By-Laws") of the Company, and any applicable rule or regulation of any stock exchange.

## BOARD COMPOSITION

### 1. Selection of Chair of the Board, Executive Chair and Lead Director

The Board does not have a policy regarding whether the roles of Chief Executive Officer and Chair of the Board should be separate. If the Chair of the Board is an employee director, then the Board shall select a Lead Director from among the independent directors. The Board will continue to periodically review our leadership structure and may make such changes in the future as it deems appropriate and in the best interests of the Company and its stockholders.

The Board may also have an independent Executive Chair. If the Board chooses to have an Executive Chair, it shall select the Executive Chair from among the independent directors. If the Board elects an Executive Chair, such Executive Chair will have the following responsibilities:

- assist in defining corporate strategy, engaging strategic partners, and setting and evaluating corporate goals;
- assist with organizational planning and governance, as well as ensure strong fiduciary oversight and financial management of the business;
- act as a key liaison between the Board and the Company's Chief Executive Officer ("CEO"), providing guidance, feedback and support to the CEO and executive team, ensuring accountability for the Company's goals;
- recruit and mentor senior management; and
- such other duties and such other functions as may be specified by the Board or reflected in the terms of any applicable employment contract.

## 2. Size of the Board

The Nominating and Corporate Governance Committee of the Board (the "Nominating Committee") shall review the size of the Board from time to time and shall recommend to the Board the size of the Board that is most effective toward future operations.

## 3. Selection of New Directors

The Nominating Committee is responsible for identifying, screening and nominating candidates for Board membership. When considering candidate nominations, the Nominating Committee shall also consider the advice and recommendations of the Chief Executive Officer, other directors, and the stockholders of the Company. To the extent practicable, any new director appointed to fill a vacancy on the Board, or to fill a newly created position on the Board, shall be assigned to the particular class on the Board that will allow for the same number of directors in each class of directors following such appointment.

## 4. Board Membership Criteria

The Nominating Committee is responsible for assessing the appropriate balance of experience, skills and characteristics required of the Board. The Board believes that a diverse membership with varying perspectives and breadth of experience is an important attribute of a well-functioning Board.

In recommending candidates for election to the Board, the Nominating Committee may consider the following criteria, among others: (1) personal and professional integrity, ethics and values; (2) experience in corporate management, such as serving as an officer or former officer of a publicly held company; (3) experience in the industries in which we compete; (4) experience as a board member or executive officer of another publicly held company; (5) diversity of expertise and experience in substantive matters pertaining to our business relative to other Board members; (6) conflicts of interest; and (7) practical and mature business judgment.

With respect to diversity, the Nominating Committee shall regularly consider the diversity makeup of the Board, and may consider such factors as differences of viewpoint, professional experience, education, skill and other individual qualities and attributes that contribute to board heterogeneity, including characteristics such as race, gender, and national origin. Further, in considering new candidates for the Board, the Nominating Committee shall make efforts to identify directors who can add to the diversity of the Board, considering such factors as age, gender, sexual orientation, and racial or ethnic makeup. In addition, the Nominating Committee shall make efforts to maintain or improve diverse director membership representation as follows: (1) at least two "diverse" Board members, as defined and understood by applicable listing standards or regulations, including at least one director who self-identifies as female and at least one director who self-identifies as an underrepresented minority or LGBTQ+, or (2) be prepared to explain why such representation was not met.

In determining whether to recommend a director for re-election, consideration should be given to the director's past attendance at meetings, participation in and contributions to the activities of the Board and the results of the most recent Board self-evaluation. In the case of new directors, after the Board has decided to make a recommendation to the stockholders, or to appoint a director to fill a

vacancy, the Board will authorize the Chief Executive Officer, the Chair of the Board, or other Board member, to extend an invitation to the candidate to become a director.

The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best maximize the success of the business and represent stockholder interests through the exercise of sound judgment.

## 5. Conflicts of Interest

Directors and non-director employees should always be aware of the possibility of a conflict of interest and that conflicts of interest can arise at any time. Any director or non-director employee should, in any instance, at any time, where a conflict of interest could be possible, contact the Company's office of General Counsel so that a full assessment of the situation can be made. The Audit Committee is responsible for review and oversight of all related party transactions for potential conflict of interest situations.

Other than their service as a director, absent exceptional circumstances, no non-employee director may provide goods or services to the Company. The Audit Committee is responsible for determining whether such exceptional circumstances exist and that the provision of goods or services would be in the best interests of the Company and its stockholders.

## 6. Service on Other Boards

*Directors:*

A director seeking to serve on another board of directors should notify the Chair of the Board or the Chair of the Nominating & Corporate Governance Committee in advance of accepting such service and should defer final acceptance of such a position until advised that such service does not present issues that would make such appointment inadvisable. The Chair of the Board or the Chair of the Nominating & Corporate Governance Committee shall consult with such other Board members as may be appropriate, to determine whether such additional service conflicts with the current and contemplated business of the Company or the director's ability to serve effectively on the Board.

Service as a member of the Board is a significant commitment in terms of both time and responsibility. Each Board member should be mindful of their other existing and future commitments when contemplating another directorship so that commitments do not interfere with their service as an effective and active member of the Board.

Specifically, Board members should not sit on more than four other public company boards, and Board members who are chief executive officers of public companies should not sit on more than one other public company board. In addition, no member of the Audit Committee should serve on the Audit Committees of more than three other public companies.

*Non-Director Officers:*

Officers of the Company are prohibited from serving on outside boards of directors or advisory boards (including non-profit organizations) unless such service is approved, in advance, by the Company's Chief Executive Officer.

**7. Percentage of Independent Directors on Board**

Independent directors shall constitute at least a majority of the Board.

**8. Board Definition of Director Independence**

In order to be independent directors of the Company, directors must meet the criteria for director independence established from time to time by the Nasdaq Stock Market and the Securities and Exchange Commission. No director will qualify as "independent" unless the Board affirmatively determines that the director has no relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board will consider relevant facts and circumstances in making a determination of independence for each director, including the independence determination provided by the Nominating Committee.

**9. Term or Age Limits**

The Board has not established term or age limits for Board members.

**10. Board Compensation**

The Company's executive officers shall not receive additional compensation for their service as directors.

Compensation for non-employee directors should allow the Company to recruit and retain qualified directors with the background and skills necessary for membership on the Board. The principles for setting the form and amount of such compensation shall be reviewed annually by the Human Capital Management Committee, with final approval by the Board. As part of their compensation for service as directors, non-employee directors shall be eligible to receive equity grants pursuant to the Company's Director Compensation Program for non-employee directors.

Audit Committee and Human Capital Management Committee members may not accept any consulting or advisory fees or any compensation from the Company or any of its subsidiaries, other than compensation for their services as members of the Board or any Board committee.

**11. Director Resignation Policy**

*Directors Receiving Majority Votes Withheld in Uncontested Elections*

In accordance with the Company's By-Laws, a nominee for director to the Board in an uncontested election is elected if he or she receives a plurality of the votes cast in the election. The following procedures address the situation in which a nominee for the Board receives more votes "withheld" than votes "for" his or her election. The Board expects a director to tender a written offer of resignation to the Chair of the Board if the director fails to receive a sufficient number of votes for re-election in any uncontested election of directors. For purposes of this policy, an "uncontested election of directors" means that the number of persons properly nominated to serve as directors does not exceed the number of directors to be elected.

The Board shall nominate for election or re-election as director only candidates who agree to tender irrevocable resignations that will be effective upon (i) certification of the stockholder vote

from the meeting at which the director failed to receive a sufficient number of votes for reelection and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender the same form of resignation tendered by other directors in accordance with this policy.

If an incumbent director fails to receive the required vote for re-election, the Nominating Committee will act on an expedited basis to determine whether to accept the director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

*Change in Director's Employment or Occupation*

Employee directors shall offer to resign from the Board upon their resignation, removal, or retirement as an employee of the Company. The Nominating Committee will review the appropriateness of the director's continued service on the Board and recommend to the Board whether the director's continued service is in the best interest of the Company's stockholders.

Upon a change in a non-employee director's major job responsibilities, employer, or title, the director must notify the Chair of the Nominating Committee. The Chair of the Nominating Committee will review the appropriateness of the director's continued service on the Board and recommend to the Board whether the director's continued service is in the best interest of the Company's stockholders.

## FUNCTIONING OF THE BOARD

### 12. Frequency of Meetings

There will be at least four regularly scheduled meetings of the Board each year. At least one of these meetings will include budgeting and long-term strategic planning.

Each director is expected to attend no fewer than 75 percent of the total of all Board meetings and meetings of committees on which they serve.

Unless required by illness or other extenuating circumstances, each director is expected to participate at regular non-telephonic Board and committee meetings in person.

Each director is encouraged to attend the Company's annual meeting of stockholders, but attendance is not mandatory.

### 13. Regularly Scheduled Executive Sessions

The Board will schedule regular executive sessions in which the independent directors will meet without management and any non-independent directors. If the Chair of the Board is an employee director, executive sessions shall be chaired by the Lead Director.

## 14. Selection of Agenda Items for Board Meetings; Meeting Materials

The Chair of the Board (or the Lead Director when applicable) and the Chief Executive Officer are encouraged to prepare a "Board of Directors Annual Master Agenda" setting forth the principal topics and themes for the Board meetings for the year. The Master Agenda shall also set forth the general agenda of items to be considered by the Board at its specified meetings throughout the year. The Master Agenda shall be provided to the entire Board at a meeting of the Board. The Chair of the Board, in consultation with the Chief Executive Officer, may adjust the Master Agenda as appropriate.

In advance of each Board meeting, an agenda for such meeting will be sent to each director together with written materials pertaining to the matters to be presented for Board discussion at such meeting. In addition, before each regularly scheduled Board meeting, a set of approved minutes of the most recent Board meeting and of any committee meetings held since the distribution of materials for the most recent Board meeting will be sent to each director. Also, at such regularly scheduled Board meetings where quarterly financial performance of the Company is to be discussed, summary financial information needed to understand the performance of the Company will be sent to each director. Written materials should be designed to provide a foundation for the Board's discussion of key issues and allow the Board to make the most efficient use of its meeting time. Each director is expected to review and understand the materials provided in advance of meetings and any other materials provided to the Board from time to time. Each Board member shall be free to suggest additional agenda items for a Board meeting or to raise at any Board meeting subjects that are not specifically on the agenda for consideration at subsequent meetings.

## 15. Board Evaluation

The Board shall periodically conduct a self-evaluation of its performance and the performance of each of the Board committees. The Nominating Committee is responsible for establishing the evaluation criteria and overseeing the evaluations. The Nominating Committee will receive comments from all directors and report periodically to the Board with an assessment of the Board's performance. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.

## 16. Board Contact with Management

Board members shall have direct access to management. Board members shall use sound business judgment to ensure that such contact does not distract management from performing its duties.

Furthermore, the Board encourages the Chief Executive Officer, from time to time, to bring managers into Board meetings who: (a) can provide additional insight concerning the items being discussed because of personal involvement in these areas, and/or (b) represent managers with future potential that the Chief Executive Officer believes should be given exposure to the Board.

## 17. Board Interaction with Institutional Investors, Press and Customers

Management speaks for the Company. Directors shall refer all inquiries from institutional investors, the press, or customers to the Chief Executive Officer.

### 18. Board Access to Independent Advisors

The Board has complete authority to retain and terminate such independent consultants, counselors, or advisors to the Board as it shall deem necessary or appropriate, at the expense of the Company, including determining the fees and other terms of such retentions or terminations.

### 19. Succession Planning and Management Development

The Board has the sole responsibility for the evaluation, hiring or termination of the Chief Executive Officer, as well as the development of policies and principles for selection of a new Chief Executive Officer, including succession in the event of an emergency. The Chief Executive Officer shall review succession planning and management development with the Board and Nominating Committee on an annual basis, and the Nominating Committee will conduct at least one review per year of succession planning without the Chief Executive Officer present. This succession planning includes consideration of the development of policies and principles for selection of the Chief Executive Officer, including succession in the event of an emergency.

### 20. Risk Oversight

The Board administers its risk oversight function directly through the Board as a whole, as well as through its various standing committees that address risks inherent in their respective areas of oversight. In particular, the Board is responsible for monitoring and assessing strategic risk exposure. The Audit Committee is responsible for overseeing the Company's major financial risk exposures and the steps the Company's management has taken to monitor and control these exposures, including cyber-security. The Audit Committee also monitors compliance with legal and regulatory requirements and considers and, if appropriate, approves any related party transactions. The Nominating Committee monitors the effectiveness of the Company's corporate governance. The Human Capital Management Committee assesses and monitors whether any of the Company's compensation policies and programs has the potential to encourage excessive risk-taking. Throughout the year, senior management reviews the Company's risks with the Board at regular Board meetings as part of management presentations that focus on particular business functions, operations, or strategies, and presents the steps taken by management to mitigate or eliminate such risks.

## COMMITTEE MATTERS

### 21. Number and Names of Board Committees

The Company shall have four standing committees: the Audit Committee, the Human Capital Management Committee, the Nominating Committee, and the Science and Technology Committee. The duties of these committees shall be set forth in their charters or in a resolution of the Board or the By-Laws of the Company. The Board may consider or form a new committee or disband a current committee depending on circumstances and good business practices.

### 22. Independence of Board Committees

All standing Board committees shall be chaired by independent directors. The Audit Committee, Human Capital Management Committee, Nominating Committee, and Science and Technology Committee shall be composed entirely of independent directors. In addition, the Audit

Committee shall be composed of independent directors that possess such accounting and financial expertise as the principal stock exchange or quotation service on which the Company's shares are listed or quoted shall require.

Audit Committee and Human Capital Management Committee members (i) must meet the requirements for independence set forth above, (ii) may not accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the Company, other than compensation for their services as members of the Board or any Board committee, and (iii) may not be an affiliated person, as defined by Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

**23. Assignment and Rotation of Committee Members**

The Nominating Committee shall review Committee assignments from time to time and shall consider the rotation of Chairs and members with a view toward balancing the benefits derived from the diversity of experience and viewpoints of the various directors. The Nominating Committee shall be responsible, after consultation with the Chief Executive Officer and the Chair of the Board (or the Lead Director when applicable), for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating Committee's recommendations, the Board shall be responsible for appointing the Chairs and members to the committees.

**24. Codes of Business Conduct and Ethics**

The Audit Committee shall review and recommend changes to the Code of Business Conduct and Ethics from time to time.

**25. Guidelines Review**

The Board reserves the right to modify these Guidelines from time to time as it deems necessary or advisable. In addition, these Guidelines will be reviewed periodically by the Nominating Committee, and the Board may make appropriate changes based on recommendations from the Nominating Committee.

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