

ALLURION TECHNOLOGIES, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. General Statement of Purpose

The purposes of the Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of Allurion Technologies, Inc. (the “Company”) are to:

- identify and evaluate individuals qualified to become Board members, including those recommended by stockholders, consistent with criteria approved by the Board;
- recommend that the Board select the nominees for election as Directors at each annual meeting of stockholders and upon vacancies on the Board;
- develop and recommend to the Board corporate governance guidelines and periodically review those guidelines and recommend any changes;
- monitor compliance with the Company’s Code of Business Conduct and Ethics; and
- oversee an annual evaluation of the Board and its committees.

II. Composition

The Nominating Committee will be composed entirely of directors who satisfy the independence tests under the New York Stock Exchange Listed Company Manual (the “NYSE Rules”), subject to the applicable exemptions from the NYSE Rules. The number of directors serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than two directors.

The members of the Nominating Committee shall be appointed by the Board and may be replaced or removed by the Board at any time 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 Committee. Vacancies, for whatever reason, may be filled by the Board. The Board shall designate one member of the Nominating Committee to serve as Chair of the Nominating Committee (the “Chair”). In the absence of the Chair of the Committee, the Committee shall select another member to preside.

III. Meetings

The Nominating Committee shall meet as often as it deems appropriate. The Nominating Committee may meet in person or by video or telephone conference 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 Nominating Committee shall constitute a quorum for purposes of a meeting, and the Nominating Committee may act by a vote of a majority of members present at a meeting at which there is a quorum. The Nominating Committee may also act by unanimous written consent in lieu of a meeting. The Chair, in consultation with the other members and

management, may set meeting agendas consistent with this Nominating and Corporate Governance Committee Charter (the “Charter”). The Nominating Committee shall cause to be kept adequate minutes of its proceedings and records of its actions.

IV. Nominating Committee Activities

The Nominating Committee’s purposes and responsibilities shall be to:

A. Selection of New Directors; Board and Committee Composition

- Establish, and recommend to the Board for its approval, criteria for Board and committee membership, which shall include a description of any specific qualifications that the Nominating Committee believes must be met by a nominee, and a description of any specific qualities or skills the Nominating Committee believes one or more of the Directors should possess, and periodically reassess such criteria and submit any proposed changes to the Board for approval.
- Establish a policy with regard to the consideration of director candidates recommended by stockholders and establish procedures to be followed by stockholders in submitting recommendations for director candidates to the Nominating Committee.
- Establish a process for identifying and evaluating nominees for election to the Board, including nominees recommended by stockholders (a “Stockholder Nomination”) and any policies or procedures for consideration of Stockholder Nominations.
- Actively seek and identify individuals qualified to become members of the Board, and review and evaluate such candidates consistent with the criteria for Board membership.
- Upon identifying individuals qualified to become members of the Board consistent with the criteria approved by the Board, recommend that the Board select these individuals as nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties the ability to nominate individuals for election to the Board, the selection and nomination of such nominees shall not be the responsibility of the Nominating Committee.
- As necessary, recommend Director nominees to fill vacancies on the Board.
- Review the Board’s committee structure and composition and recommend to the Board the Directors for appointment as Chair of the Board and as members and chairs of the Board’s committees.

- Review all Stockholder Nominations and proposals submitted to the Company under the Securities Exchange Act of 1934, as amended, or otherwise, and any proposal relating to the procedures for making nominations or electing directors, determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend action to the Board on each such nomination or proposal.

B. Corporate Governance Guidelines

- Develop and recommend to the Board for its approval Corporate Governance Guidelines satisfying the standards established under the NYSE Rules.
- Periodically review and reassess the adequacy of the Corporate Governance Guidelines and recommend any changes to the Board for approval.

C. Evaluation of Board of Directors and Committees

- Oversee an annual evaluation of the Board and its committees, including individual Directors.

D. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates

- Exercise sole authority on whatever terms it approves to retain and terminate a search firm or firms to assist it in identifying Director candidates, including sole authority to approve the search firm's fees and other retention terms.

E. Succession Planning

- Review and discuss with the Board corporate succession plans for the Chief Executive Officer and other key officers of the Company, and for the Board.

F. New Director Orientation and Continuing Education

- Develop and oversee an orientation program for new Directors.
- Periodically prepare or assemble materials and conduct sessions for Directors on topics that will assist them in discharging their duties.

G. Code of Business Conduct and Ethics

- Monitor compliance with the Company's Code of Business Conduct and Ethics (the "Code"), investigate any alleged breach or violation of the Code and periodically review and reassess the adequacy of such code and recommend any changes to the Board deemed necessary or appropriate by the Nominating Committee.

H. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

I. Annual Performance Evaluation of the Nominating Committee

- Evaluate its performance annually and report the results to the Board.

J. General

- Establish and delegate authority to subcommittees consisting of one or more of its members, when it deems appropriate to discharge its responsibilities.
- Report regularly to the Board on matters for which it has been given responsibility.
- Have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company meet the Committee or its members or advisers.
- Have the authority on whatever terms it approves to engage legal, accounting and other advisers to assist it in performing its responsibilities.
- In performing its responsibilities, rely on advice and information it receives from management and any experts, advisers and other professionals whom it may consult.
- Perform such other functions as the Board may request from time to time.

ADOPTED: November 8, 2024

EFFECTIVE: November 8, 2024