

# PLIANT THERAPEUTICS, INC.

## CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of Pliant Therapeutics, Inc., a Delaware corporation (the “**Company**”) has adopted the corporate governance guidelines set forth below to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, The Nasdaq Stock Market LLC (“**Nasdaq**”) and the Company’s certificate of incorporation, as amended, restated or otherwise modified from time to time (the “**Certificate of Incorporation**”) and the Company’s bylaws, as amended, restated or otherwise modified from time to time (the “**Bylaws**”). The Board and the Nominating and Corporate Governance Committee of the Board (the “**Nominating and Corporate Governance Committee**”) may review and amend these guidelines from time to time.

### I. DIRECTOR QUALIFICATION STANDARDS

- A. **Director Criteria:** The Board shall consider and approve from time to time the criteria that it deems necessary or advisable for prospective director candidates. The Board shall have full authority to modify such criteria from time to time as it deems necessary or advisable.

The Board has delegated to the Nominating and Corporate Governance Committee the responsibility for developing and recommending to the Board for its consideration and approval such criteria for prospective director candidates as the Nominating and Corporate Governance Committee deems necessary or advisable. The Nominating and Corporate Governance Committee will recommend to the Board from time to time such criteria for its consideration and approval. The Board may, however, rescind this delegation to the Nominating and Corporate Governance Committee and thereafter the Board shall have the responsibility for developing and approving from time to time such criteria for prospective director candidates as it deems necessary or advisable.

At a minimum, the Nominating and Corporate Governance Committee must be satisfied that each director nominee meets the following minimum qualifications:

- The nominee shall have experience at a strategic or policymaking level in a business, government, non-profit or academic organization of high standing.
- The nominee shall be highly accomplished in his or her respective field, with superior credentials and recognition.
- The nominee shall be well-regarded in the community and shall have a long-term reputation for the high ethical and moral standards.
- The nominee shall have sufficient time and availability to devote to the affairs of the Company, particularly in light of the number of boards of directors on which such nominee may serve and any leadership roles on such boards.
- To the extent such nominee serves or has previously served on other boards, the nominee shall have a demonstrated history of actively contributing at board

meetings.

- B. **Process For Identifying and Selecting Directors:** The Board has delegated to the Nominating and Corporate Governance Committee the responsibility of identifying suitable candidates for nomination to the Board (including candidates to fill any vacancies that may occur) and assessing their qualifications in light of the policies and principles in these corporate governance guidelines and the Nominating and Corporate Governance Committee's charter. The Nominating and Corporate Governance Committee will recommend prospective director candidates for the Board's consideration and review the prospective candidates' qualifications with the Board. The Board shall retain the ultimate authority to nominate a candidate for election by the stockholders as a director or to fill any vacancy that may occur.

In identifying prospective director candidates, the Nominating and Corporate Governance Committee may consider all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the prospective director candidate, the Company's operating requirements, the candidate's depth and breadth of business experience or other background characteristics and such other factors as it deems appropriate given the Company's current and anticipated future needs and those of the Board to maintain a balance of knowledge, experience and capability. The Nominating and Corporate Governance Committee may also consider whether the candidate would qualify as an independent director under the listing rules of The Nasdaq Stock Market LLC (the "Nasdaq Stock Market Rules"), including the enhanced independence considerations relevant for service on the Audit Committee or the Compensation Committee.

- C. **Independence:** At least a majority of the members of the Board shall meet the independence standards of the Nasdaq Stock Market Rules.

At least annually, the Board will evaluate all relationships between the Company and each director in light of relevant facts and circumstances for the purposes of determining whether a material relationship exists that might signal a potential conflict of interest or otherwise interfere with such director's ability to satisfy his or her responsibilities as an independent director. Directors must notify the Chairperson of the Nominating and Corporate Governance Committee in connection with any significant change in employment status so that the potential for conflicts or other factors compromising the director's ability to perform his duties may be fully assessed.

- D. **Limit on Number of Other Boards:** Carrying out the duties and fulfilling the responsibilities of a director requires a significant commitment of an individual's time and attention. The Board, however, recognizes that excessive time commitments can interfere with an individual's ability to carry out and fulfill his or her duties effectively. In connection with its assessment of director candidates for nomination, the Board will assess whether the performance of any director has been or is likely to be adversely impacted by excessive time commitments, including service on other boards of directors. Directors must notify the Chairperson of the Nominating and Corporate Governance Committee in advance of accepting a seat on the board of directors of another private or public business corporation so that the potential for conflicts or other factors compromising the director's

ability to carry out or fulfill his or her duties may be fully assessed. Additionally, service on boards and board committees of other companies should be consistent with the Company's conflict-of-interest policies.

- F. **Age Limits:** The Board does not believe that arbitrary limits on the number of consecutive terms a director may serve or on the directors' ages are appropriate in light of the substantial benefits resulting from a sustained focus on the Company's business, strategy and industry over a significant period of time. Each individual's performance will be assessed by the Nominating and Corporate Governance Committee in light of relevant factors in connection with assessments of candidates for nomination to be directors.
- G. **Succession:** The Nominating and Corporate Governance Committee shall be responsible for developing succession plans for the Board as appropriate in light of relevant facts and circumstances.

## II. DIRECTOR RESPONSIBILITIES

- A. **Role of Directors:** The business and affairs of the Company are managed by or under the direction of the Board, acting on behalf of the stockholders. The officers of the Company have the authority and responsibility for managing the Company's everyday affairs. The Board has an oversight role and is not expected to perform or duplicate the tasks of the Chief Executive Officer or senior management.
- B. **Attendance at Meetings:** Each member of the Board is expected to make reasonable efforts to attend regularly scheduled meetings of the Board and to participate in telephone conference meetings or other special meetings of the Board. In addition, attendance and participation at meetings is an important component of the directors' duties and, as such, attendance rates will be taken into account by the Nominating and Corporate Governance Committee and the Board in connection with assessments of director candidates for renomination as directors.
- C. **Time Commitment; Advance Distribution and Review of Materials:** Directors are expected to spend the time needed and meet as frequently as the Board deems necessary or appropriate to discharge their responsibilities. Senior management is responsible for distributing information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting to the directors. Directors should review these materials in advance of the meeting when reasonably practicable.

## III. BOARD STRUCTURE

- A. **Size of Board:** The Board reserves the right to increase or decrease the size of the Board, subject to any relevant provisions in the Bylaws or Certificate of Incorporation, depending on an assessment of the Board's needs and other relevant circumstances at any given time.

- B. **Board Leadership**: The Bylaws provide that Chairperson of the Board or Lead Director, if one is elected, shall preside at all meetings of the stockholders and the Board. The Chairperson of the Board or Lead Director, as applicable, shall perform such other duties as the Board may from time to time designate. The roles of Lead Director or Chairman and the Chief Executive Officer may be combined or separate. Currently, these roles are separated. We believe that separating these positions allows our Chief Executive Officer to focus on setting the overall strategic direction of the company, expanding the organization to deliver on our strategy and overseeing our day-to-day business, while allowing the Lead Director or Chairman of the Board to lead the Board in its fundamental role of providing strategic advice. Our Board recognizes the time, effort, and energy that the Chief Executive Officer is required to devote to his position in the current business environment, as well as the commitment required to serve as our Lead Director or Chairman of the Board, particularly as the Boards' oversight responsibilities continue to grow.
- C. **Committees**: The Board intends at all times to have an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each of these standing committees will have a written charter that sets forth the responsibilities of such committee and the qualifications for committee membership. Membership on such committees is limited to independent directors meeting the independence requirements of the NASDAQ Stock Market Rules and any other related rules or regulations promulgated by the Securities and Exchange Commission and the Internal Revenue Service (as applicable), subject to phase-in periods. The Board may, from time to time, establish additional committees as necessary or appropriate. The Board retains discretion to form new committees or disband current committees depending upon the circumstances.
- D. **Executive Sessions**: The non-management directors will meet at regularly scheduled executive sessions without management participation and at least twice each year an executive session with only independent directors present shall be held. If the Chairperson of the Board or the Lead Director, as applicable, is a non-management director and an independent director, then the Chair of the Board will preside at these meetings. If the Chairperson of the Board or Lead Director does not so qualify, then the director who presides at these meetings will be chosen by the non-management directors.
- E. **Director Access to Management and Independent Advisors**: In carrying out its responsibilities, the Board, and each committee thereof, shall be entitled to rely on the advice and information that it receives from management and such experts, advisors and professionals with whom the Board, or any such committee, may consult. The Board, and each committee thereof, shall 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 to render advice to the Company, attend a meeting of the Board, or such committee, or meet with any members of or advisors to the Board. The Board or any committee thereof shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its or their responsibilities.
- F. **Directors Who Change Job Responsibility**: A director who retires from his or her

present employment or who materially changes his or her position (other than an ordinary course promotion) should promptly notify the Chair of the Nominating and Corporate Governance Committee. The Board does not believe any director who retires from his or her present employment, or who materially changes his or her position, should necessarily leave the Board. However, there should be an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under these changed circumstances and the Board reserves the right to continue to assess the appropriateness of Board membership.

#### **IV. DIRECTOR COMPENSATION**

The form and amount of director compensation will be reviewed periodically, but at least annually, by the Compensation Committee, which shall make recommendations to the Board based on such review. The Compensation Committee may use an independent third party evaluation process from time to time when evaluating director compensation. The Board shall retain the ultimate authority to determine the form and amount of director compensation.

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

#### **V. PERFORMANCE EVALUATION OF THE BOARD AND COMMITTEES**

The Board may conduct a self-evaluation annually for the purpose of determining whether it and its committees are functioning effectively, and each committee of the Board may conduct a self-evaluation annually for the purpose of determining whether it is functioning effectively. These evaluations will consider the performance of the Board or the committee, as the case may be, as a unit. The assessment shall include an evaluation of the Board's contribution as a whole, specific areas in which the Board and/or management believe better contributions could be made, and overall Board composition and makeup. The Nominating and Corporate Governance Committee will oversee any such evaluation process and may determine to use an independent third party evaluation process from time to time.

#### **VI. MISCELLANEOUS**

- A. **Communications with Outside Interested Parties**: The Board believes that the management should be responsible for communications with the press, media and other outside parties made on behalf of the Company, though individual Board members may, at the request of management or of the Board, communicate with outside parties on behalf of the Company. In order that interested parties may be able to make their concerns known to the Board or individual directors, the Company will also disclose a method for such parties to communicate directly and confidentially with the presiding director or with the non-management directors as a group in the Company's annual proxy statement.
- B. **No Limitation on Other Rights**: These guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights available

to the directors under applicable law and/or the Certificate of Incorporation and/or the Bylaws.

- C. **Modifications to Guidelines**: Although these corporate governance guidelines have been approved by the Board, it is expected that these guidelines will evolve over time as customary practice and legal requirements change. The guidelines may be amended by the Board at any time as it deems appropriate.

\* \* \* \* \*

As amended September 23, 2025.