AEON BIOPHARMA, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Last amended and restated November 11, 2026)

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "***Committee***") of the Board of Directors (the "***Board***") of AEON Biopharma, Inc. (the "***Company***") is to assist the Board with respect to director nomination and corporate governance matters.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the New York Stock Exchange American ("***NYSE American***") and applicable rules of the U.S. Securities and Exchange Commission (the "***SEC***"), subject to any available exception, cure period or transition period. Committee members must be appointed and may be removed, with or without cause, by the Board. Any director who ceases to serve on the Board will automatically cease to be a member of the Committee. The Chair of the Committee will also be designated by the Board.

III. Meetings, Procedures and Authority

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 has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate, at the Company's expense, and has the authority to approve related fees and retention terms, and will have direct oversight of the work of any such advisors and search firm.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company's bylaws.

IV. Duties and Responsibilities

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and periodically assess whether the Board has the requisite expertise and whether its membership consists of persons with an appropriate mix of skills, experience, expertise and perspectives, and whether the Board satisfies applicable independence requirements. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders and any individuals to be appointed by the Board to fill vacancies or newly created directorships.

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 will consider director candidates recommended by stockholders in accordance with the Company's certificate of incorporation and bylaws.

3. *Board Committee Structure and Membership.* The Committee will periodically review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee and a committee member to serve as Chair.

4. *Corporate Governance Guidelines.* The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

5. *Code of Business Conduct and Ethics.* The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of the Code of Business Conduct and Ethics and recommend any proposed changes to the Board for approval. The Committee will also periodically review and assess compliance with the Code of Business Conduct and Ethics.

6. *Board and Committee Evaluations.* The Committee will oversee the annual self-evaluations of the Board and each of its committees.

7. *Special Committees of the Board*. The Committee will recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address interested director, ethical, legal or other matters that may arise.

8. *Succession Planning and CEO Evaluation.* The Committee will work on a periodic basis with the Chief Executive Officer (the "***CEO***") to evaluate the Company's succession plans for the CEO and other senior management positions, including upon the CEO's retirement and in the event of an unexpected occurrence.

9. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

10. *Board Leadership Structure.* The Committee will periodically review the Board's leadership structure, including whether to separate the roles of Chair of the Board and CEO or to designate a lead independent director, and will make recommendations to the Board regarding the same.

11. *Stockholder Communications and Engagement.* The Committee will oversee the Company's engagement efforts with stockholders and other key stakeholders, including procedures for stockholder communications with members of the Board, which, for the avoidance of doubt, will not extend into investor relations, financing or business development activities.

12. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

13. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

14. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority, to the extent permitted under applicable law, the rules of the SEC and NYSE American and the Company's certificate of incorporation and bylaws, to delegate any or all of its responsibilities to a subcommittee of the Committee. Subcommittees of the Committee will consist of one or more members of the Committee who will regularly report on their activities to the Committee.