

# Research and Development Committee Charter of Kuros Biosciences AG

## 1. Adoption of Charter

This charter of the Research and Development Committee (the "**Charter**") was adopted by the board of directors (the "**Board**") of Kuros Biosciences AG (the "**Company**") on March 2, 2020 pursuant to article 23 of the Articles of Association and para. 3.2 of the Internal Regulations of the Company.

## 2. Establishment of Committee; Purpose

The Research and Development Committee (the "**Committee**") is established as a permanent committee of the Board. As further described in Section 4, the Committee shall assist the Board in reviewing and evaluating the Company's product pipeline and assessing the progress of the Company's products, and perform such other duties as are assigned to the Committee in this Charter. The Committee may delegate duties to sub-committees comprised of one or more members of the Committee.

## 3. Composition

- 3.1 The Committee comprises two or more members of the Board. The Board appoints the members and the chairperson of the Committee, and may remove and replace individual members or the chairperson at any time. The members of the Committee, including the chairperson, shall be independent.<sup>1</sup> The Committee members shall serve until they resign or are removed, or their term as a Board member expires and they are not re-elected for a subsequent term.
- 3.2 At least a majority of the members of the Committee must have sufficient scientific and/or medical expertise to review and evaluate the progress of the Company's product pipeline and to fulfill the duties assigned to the Committee in this Charter.

## 4. Duties

The Committee has the following duties, and such other duties as may be assigned to the Committee by the Board from time to time:

- 4.1 The Committee shall meet with the Company's chief medical officer and chief development officer or any other member of the executive management of the Company that the Committee deems advisable at least twice per year to review the progress of the Company's product pipeline, including a review and analysis of the progress and results of the Company's studies and trials.

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<sup>1</sup> As defined in the Swiss Code of Best Practice for Corporate Governance, a director is deemed "independent" if he or she is serving in a non-executive role, was not a member of the executive management of the Company during the last three years, and has no or only minor business relations with the Company other than serving as a member of the Board.

- 4.2 The Committee shall assess the progress of each of the Company's products against its targets, taking into account the results of the Company's studies and trials.
- 4.3 The Committee shall review and pre-approve (prior to public release) the Company's material public disclosures related to its product pipeline, research and development efforts, results of studies and trials, status of drug applications, and communications with public authorities or any other competent body.
- 4.4 The Committee shall make a presentation to the Board at least twice per year, together with written documentation, summarizing all significant findings concerning the progress of the Company's product pipeline, including any material information that impacts the Company's public disclosures regarding those products, the results of related studies and trials, the status of the Company's drug applications, and communications with the with public authorities or any other competent body.
- 4.5 The Committee shall evaluate its own performance on an annual basis as part of the Board performance assessment process established by the Nomination and Corporate Governance Committee.
- 4.6 The Committee shall review this Charter annually and submit any recommended changes to the Board for approval.

## **5. Committee Meetings and Procedures**

- 5.1 The Committee meets as often as business requires, but at least twice per year. Meetings are called by the chairperson, but may also be called by any other member of the Committee.
- 5.2 The chairperson (or in his or her absence, a committee member designated by the chairperson) shall set the agenda in consultation with the CEO, and preside each meeting of the Committee.
- 5.3 The chairperson or any other director presiding the meeting in the absence of the chairperson shall designate a secretary to keep the minutes of the meeting, which shall be distributed to the members of the Committee for review and comment, and approved at the next meeting. Any member of the Board may receive a copy of the minutes upon request.
- 5.4 The chairperson, at his or her discretion, can invite other members of the Board, members of management, or any person whose presence may be desirable or useful for the Committee's deliberations, to attend all or a portion of a meeting. Such persons shall not participate in the discussions or deliberations of the Committee unless invited to do so, and shall not be entitled to vote.
- 5.5 In discharging its responsibilities, the Committee shall have unrestricted access to the Company's management, employees, books and records, and may consult with outside advisors. The cost of consulting with outside advisors shall be borne

by the Company.

- 5.6 Decisions of the Committee shall be taken in the same manner as decisions of the Board pursuant to the Internal Regulations.
- 5.7 The Committee may 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 Articles of Association, the Internal Regulations, or this Charter.

## **6. Reporting**

The chairperson of the Committee shall report to the chairperson of the Board after each meeting and shall inform the Board at its next meeting on the activities as well as decisions taken by the Committee and the considerations which led to such decisions. Urgent matters shall be communicated to the chairperson of the Board without delay.

## **7. Amendments**

This Charter can be modified or amended any time by a resolution of the Board.