

# **TERNS PHARMACEUTICALS, INC.**

## **RESEARCH AND DEVELOPMENT COMMITTEE CHARTER**

This Research and Development Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Terns Pharmaceuticals, Inc., a Delaware corporation (the “Company”), to be effective as of January 23, 2024.

### **I. Purpose**

The purpose of the Research and Development Committee (the “Committee”) is to assist the Board in its oversight of the Company’s strategic direction and investment in research and development, technology and manufacturing (collectively, “R&D”) and to identify and discuss significant emerging trends and issues in science and technology and consider their potential impact on the Company.

The Committee’s responsibilities are limited to oversight. The Company’s management is responsible for proposing R&D strategies and development plans and their execution. Each member of the Committee is entitled to rely on the integrity of those persons within the Company and from the professionals and experts from which the Committee receives information and, absent actual knowledge to the contrary, the scientific accuracy of the information provided to the Committee by such persons, professionals or experts.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws (as in effect from time to time) and applicable law. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.

### **II. Composition**

The Committee must consist of at least three directors, subject to any available exception. Each Committee member shall have sufficient scientific and/or medical expertise to review and evaluate appropriately the Company’s R&D programs.

The members of the Committee shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

### **III. Meetings, Procedures and Authority**

The Committee must meet at least twice during each calendar year, or more frequently as circumstances dictate.

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and in conjunction with the Company management set the agendas for Committee meetings. The Committee shall have 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 may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

#### **IV. Duties and Responsibilities**

1. *Review of overall R&D programs and strategy.* The Committee shall, at least annually review the Company's product development pipeline and review, evaluate and advise the Board regarding the quality, direction and competitiveness of the Company's R&D programs.
2. *Recommendations regarding scientific merit of R&D investments.* The Committee shall review and make recommendations to the Board regarding scientific merits of the Company's internal and external investments in R&D, including any potential external investments in R&D (e.g., potential acquisitions, alliances, collaborations, equity investments, manufacturing, contracts and grants) that are submitted to the Board for approval, reporting as appropriate to any Transaction Committees or other committees of the Board formed to evaluate and approve potential external investments.
3. *Committee Self-Evaluation.* The Committee shall, at least annually and with input from the Nominating and Corporate Governance Committee of the Board if deemed appropriate, perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter, and provide any written material with respect to such evaluation to the Board or the Nominating and Corporate Governance Committee, as appropriate, including any recommendations for changes in procedures or policies governing the Committee.
4. *Review of this Charter.* The Committee shall, at least annually and with input from the Nominating and Corporate Governance Committee if deemed appropriate, 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 is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.