

# Pyxis Oncology

## RESEARCH AND DEVELOPMENT COMMITTEE CHARTER

### A. Purpose

The purpose of the Research and Development Committee of the Board of Directors (the “Board”) of Pyxis Oncology (the “Company”) is to assist the Board’s oversight of the Company’s research and development activities and to advise the Board with respect to scientific, development and [regulatory] topics. *[Note to Board: Consider whether a Committee member will have regulatory expertise in order to advise on these issues.]*

### B. Structure and Membership

1. Number. The Research and Development Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Chair. The Board may elect a Chair of the Research and Development Committee.
3. Compensation. The compensation of Research and Development Committee members shall be as determined by the Board.
4. Selection and Removal. Members of the Research and Development Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Research and Development Committee from such Committee, with or without cause.

### C. Authority and Responsibilities

1. General. The Research and Development Committee shall discharge its responsibilities and shall assess the information provided by the Company’s management, in accordance with its business judgment.
2. Research and Development Matters. The Research and Development Committee shall function as a knowledgeable and objective group to consider and report periodically to the Board, as requested by the Board, on matters relating to the Company’s research and development initiatives. The Research and Development Committee shall:
  - Review the overall scientific, research and development strategy of the Company;
  - Review the Company’s research and development programs;
  - Review with management the Company’s assessment of its major risk exposures in areas relating to Company’s clinical development, clinical trial safety and its product candidate pipeline

- Review and advise the Board on the scientific, medical, research and development aspects of any proposed material transactions
3. Additional Duties. The Research and Development Committee shall have such other duties as may be delegated from time to time by the Board.

#### **D. Procedures and Administration**

1. Meetings. The Research and Development Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Research and Development Committee shall keep such records of its meetings as it shall deem appropriate.
2. Reports to Board. The Research and Development Committee shall report regularly to the Board.
3. Charter. The Research and Development Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
4. Company Participation. The Research and Development Committee may from time to time request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
5. Periodic Self-Evaluation. As requested by the Nominating and Governance Committee of the Board, the Research and Development Committee shall periodically evaluate its own performance and will be evaluated in the same manner as other Committees.

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