

**CALITHERA BIOSCIENCES, INC.**

**CHARTER OF THE SCIENCE & TECHNOLOGY COMMITTEE  
OF THE BOARD OF DIRECTORS**

**APPROVED BY THE BOARD OF DIRECTORS**

**ON MARCH 24, 2021**

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**PURPOSE AND POLICY**

The primary purpose of the Science & Technology Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Calithera Biosciences, Inc. (the “*Company*”) shall be to act on behalf of the Board in fulfilling the Board’s oversight responsibilities with respect to the Company’s strategic direction and investment in research and development and technology (“R&D”). The Committee is also responsible for identifying and discussing significant emerging trends and issues in science and technology and considering the potential impact of such on the Company.

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to obtain advice and assistance from consultants to advise the Committee and free access to members of management.

**COMPOSITION**

The Committee shall consist of at least two (2) members of the Board. Resignation or removal of a Committee member from the Board for any reason shall automatically constitute resignation from the Committee. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Governance Committee shall review the Committee’s chairperson and members at least annually to determine any changes or updates to membership.

**MEETINGS AND MINUTES**

The Committee shall hold at least one (1) regular meeting per year and additional or special meetings as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting.

**AUTHORITY**

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting, financial or other advisors and consultants. Expenditures for external resources shall be recommended by the Committee for the approval of the Board.

## **RESPONSIBILITIES**

To implement the Committee's purpose, the Committee shall have the following responsibilities.

### ***The Committee shall:***

- 1.** Identify and discuss new and emerging trends in pharmaceutical science, technology and regulation, and assure the Company makes well-informed choices in the investment of its R&D resources.
- 2.** Review, evaluate and advise the Board regarding the quality, direction and competitiveness of the Company's R&D programs.
- 3.** Review, evaluate and advise the Board regarding the Company's progress in achieving its long-term strategic R&D goals and objectives.
- 4.** Review and make recommendations to the Board on the Company's internal and external investments in science and technology.
- 5.** Regularly review the pipeline.
- 6.** Evaluate its own performance annually and deliver a report to the Board setting forth the results of the evaluation.
- 7.** Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
- 8.** Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, Bylaws and governing law or regulation, as the Committee or the Board deems necessary or appropriate.