

# Science and Technology Committee Charter

## I. General Statement of Purpose

The purpose of the Science and Technology Committee (the "**Committee**") of the Board of Directors (the "**Board**") of iTeos Therapeutics, Inc. (the "**Company**") shall be to assist (i) the Company in evaluating research and development issues and decisions, and (ii) for periodically reviewing and advising the Board on the Company's strategic direction and investment in research and development and technology ("R&D").

The Committee has the authority to undertake the specific responsibilities and duties listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes. For clarity, absent express delegation by the Board, the Committee will have the general authority to make recommendations to the Board on the matters described herein, but will not have the authority to act on behalf of the Board.

## II. Committee Composition

The number of individuals serving on the Committee shall be four (4) or more members. Members of the Committee may be either directors who are also employees of the Company or who are independent.

The members of the Committee shall be appointed by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of the Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. The Board may fill vacancies occurring, for whatever reason. The Board shall designate two members of the Committee to serve as Co-Chairmen of the Committee. One Co-Chairman, shall in the judgment of the Board of Directors, have scientific research expertise. The other Co-Chairman, shall in the judgment of the Board of Directors, have strategic expertise.

The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office.

## III. Meetings

The Committee shall convene periodically as necessary or appropriate to consider or act upon any matter falling within the scope of its purpose, and such meetings shall be held regularly, as needed. Meetings may be held in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Committee. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at

such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

#### **IV. Committee Activities**

The following are the principal responsibilities and authority of the Committee. These responsibilities are set forth as a guide, with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities:

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. Provide recommendations regarding key discovery and development strategies to align with business needs of the Company.
4. Provide recommendations regarding the Company's pipeline balance from a scientific and clinical perspective, including mechanism balance, target balance and general risk balance.
5. Review, evaluate and advise the Board regarding the Company's progress in achieving its long-term strategic R&D goals and objectives.
6. Provide a general oversight function regarding pre-clinical and clinical decision-making through a series of semi-annual pipeline reviews and in-depth assessments of select project strategies and plans.
7. Review and make recommendations to the Board on the Company's internal and external investments in science and technology. For any external investments in R&D (e.g., potential acquisitions, alliances, collaborations, equity investments, contracts and grants) that require approval by the full Board, the Committee shall provide the Board with its recommendation prior to Board action unless time does not permit.
8. Provide assistance to the Compensation Committee in setting any pipeline performance metric under the Company's incentive compensation programs and reviewing the performance results.
9. Perform any other activities in furtherance of and consistent with this charter and not inconsistent with the Company's Certificate of Incorporation, By-Laws or applicable law, as the Committee, in its discretion, may from time to time deem reasonable, necessary or desirable.

#### **V. General**

- The Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Committee deems it appropriate to do so in order to carry out its responsibilities. The subcommittee(s) shall keep the Committee reasonably informed of actions taken based on authority delegated to such subcommittee. The Committee may terminate any such subcommittee and revoke any such delegation of authority at any time.
- The Committee shall periodically review and reassess the adequacy of this charter and submit any proposed changes to the Board for approval.

- The Committee shall make regular reports to the Board concerning areas of the Committee's responsibility.
- In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee. Further, the Committee shall have the authority, with the approval of the Chief Executive Officer of the Company (the "**CEO**"), to appoint, retain, engage and obtain advice or assistance from investment bankers, consultants, legal counsel, accounting or other advisors as appropriate to perform its duties hereunder and to terminate and oversee the work of any such advisors and determine the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist in the performance of its duties hereunder shall be borne by the Company.
- The Committee may perform such other functions as may be lawfully delegated to the Committee by the Board, and as requested by the CEO, from time to time.