

SURFACE ONCOLOGY, INC.

RESEARCH AND DEVELOPMENT COMMITTEE CHARTER

Adopted September 14, 2021

A. General Statement of Purpose

The purpose of the Research and Development Committee (the “Committee”) of the Board of Directors (the “Board”) of Surface Oncology, Inc. (the “Company”) is to assist the Board’s oversight of the Company’s research and development activities.

B. Committee Composition

1. Number. The Committee shall consist of such number of directors as the Board shall determine from time to time but shall consist of no fewer than two members. The Committee may include other persons as determined by the Board or the Committee.
2. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
3. Selection and Removal. Members of the Committee shall be appointed by the Board, which may be upon the recommendation of the Nominating and Corporate Governance Committee of the Board. The Board may remove members of the Committee, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee.

C. Authority and Responsibilities

1. General. The Committee shall discharge its responsibilities and shall review and assess the information provided by the Company’s management, in accordance with its business judgment.
2. Science and Technology Matters. In the discharge of its responsibilities, the Committee shall:
 - a. Review, evaluate, and advise the Board and management regarding the long-term strategic goals and objectives and the quality and direction of the Company’s research and development programs.
 - b. Monitor and evaluate trends in research and development and recommend to the Board and management emerging technologies for building the Company’s technological strength.
 - c. Recommend approaches to acquiring and maintaining technology positions (including but not limited to contracts, grants, collaborative efforts, alliances, and capital); advise the Board and management on the scientific aspects of business development transactions.
 - d. Regularly review the Company’s research and development pipeline.
 - e. Assist the Board with its oversight responsibility for enterprise risk management in areas affecting the Company’s research and development.
 - f. Review such other topics as delegated to the Committee from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Committee shall meet from time to time as it deems necessary to perform its responsibilities. Such meetings may be held telephonically, online or in person as the Committee deems appropriate. 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. The Committee may also act by unanimous written consent in lieu of a meeting.
2. Minutes. The Committee shall keep minutes of its meetings in a form that it shall deem appropriate and report the same to the Board upon request.
3. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
4. Charter. The 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.
5. Independent Advisors. The Committee shall have the authority to engage such external advisors as it deems necessary or appropriate to carry out its responsibilities.
6. Company Participation. The 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.
7. Periodic Self-Evaluation. The Committee shall periodically evaluate its own performance.