

ZENAS BIOPHARMA, INC.
SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

I. **PURPOSE.** The purpose of the Science and Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of Zenas BioPharma, Inc. (the “Company”) is to assist the Board’s oversight of the Company’s innovation, new product development, evaluation of third-party technologies and research and development. The Committee is advisory in nature and empowered to have free and open communication with, and serve as a resource to, executive management, and to provide the Company with feedback on, and to advise the Board with respect to, scientific matters. The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes. Among its specific duties and responsibilities, the Committee will:

(a) Review, evaluate, advise, and make recommendations to the Board regarding plans and goals, as well as the progress and performance, of the Company’s clinical programs and research and development efforts.

(b) Identify and discuss significant emerging science and technology issues and trends, including their impact on any Company programs, plans, or policies relating to clinical affairs or research and development.

(c) Review, evaluate, advise, and make recommendations to executive management and the Board regarding the Company’s current and potential internal and external programs as it relates to products and technologies of the Company and third parties (e.g., advise on scientific aspects of potential business or corporate development transactions such as licenses, acquisitions, dispositions, investments, collaborations, etc.).

(d) Periodically evaluate the performance of the Committee and the adequacy of the Committee’s charter and recommend changes to the Board as appropriate; and

(e) Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board delegates to the Committee from time to time.

II. **COMPOSITION.**

(a) **Number.** The Committee will consist of no fewer than two members of the Board, appointed to the Committee by the Board, and unless the Board has designated a chairperson, the majority of Committee members may designate one member as chairperson. Members of the Committee may be removed at the Board’s discretion.

(b) **Chair.** The Chair has authority to prepare agendas for committee meetings, presides over Committee meetings, determines subcommittee assignments, and reports to the Board on the Committee’s behalf, as well as to designate another member of the Committee to perform such functions in the Chair’s absence.

III. **PROCEDURES AND ADMINISTRATION.**

- (a) Meetings. The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, at such times and places as the Committee or its chair determines. A majority of the members of the Committee constitutes a quorum. The Committee may act by majority vote at a duly called meeting at which a quorum is present and by any other method permitted by Delaware law. The Committee will report regularly to the Board with respect to its activities.
- (b) Subcommittees. The Committee will have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee as it determines appropriate.
- (c) Charter. The Committee will review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

- IV. **RESOURCES OF THE COMMITTEE.** The Committee has the authority to retain such outside counsel, experts and other advisers as it determines appropriate to assist it in the performance of its functions and will receive appropriate funding, as determined by the Committee, from the Company, for the payment of compensation to any such advisers and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties.

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Effective: July 7, 2025