

**Viatrix Inc.**

**CHARTER OF THE SCIENCE AND TECHNOLOGY COMMITTEE**

**Effective as of May 17, 2024**

**Authority:**

The Board of Directors (the “**Board**”) of Viatrix Inc. (the “**Company**”) has established the Science and Technology Committee (the “**Committee**”) and has adopted this Committee Charter (this “**Charter**”).

This Charter defines the duties and responsibilities of the Committee.

**Purpose:**

The Committee shall assist the Board in fulfilling its fiduciary responsibilities by, periodically or at the Board’s request, reviewing the Company’s research and development strategy and portfolio from a scientific and technological perspective.

**Membership:**

The Board shall appoint a minimum of two directors to serve on the Committee and shall designate one of the Committee members to serve as the Chair of the Committee. At least one member of the Committee shall, in the judgment of the Board, have scientific, medical or pharmaceutical research expertise.

Vacancies on the Committee shall be filled by a vote of the Board. The Board may remove a member of the Committee, or appoint a member of the Committee, at its discretion.

Any member of the Committee may resign therefrom at any time by delivering a letter of resignation to the Chair of the Board, with a copy to the Chair of the Committee and the Secretary of the Company. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective shall not be specified therein, then it shall take effect immediately upon its receipt by the Chair of the Board, unless the Chair of the Board determines otherwise. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Committee Resources:**

The Committee shall have the authority, in consultation with the Chair of the Board, to select, retain, and supervise any advisors as the Committee deems necessary, in its discretion, to fulfill its mandates under this Charter. The Committee also shall have the authority to compensate, at the expense of the Company, such advisors and employ such resources as are necessary to fulfill its mandates under this Charter.

### **Committee Meeting and Action:**

- (a) A majority of the members of the Committee may establish rules of procedure in addition to those set forth in this Charter;
- (b) The Committee shall meet in its discretion or as requested by the Board, but no less than two times each year;
- (c) Meetings of the Committee shall be scheduled and held at such times and places as agreed upon by the Committee members;
- (d) Meetings may be called by the Chair of the Committee or by a majority of the members of the Committee;
- (e) The Committee may hold meetings in person or via telephone or videoconference;
- (f) A majority of the members of the Committee shall constitute a quorum;
- (g) Any action, other than the establishment of additional rules of procedure for the Committee, adopted by a majority of the Committee members present at a meeting at which a quorum is present, shall be an act of the Committee;
- (h) Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, or by electronic transmission;
- (i) The Committee may, in its discretion, delegate any of its responsibilities to one or more subcommittees of one or more directors who are members of the Committee;
- (j) The Committee shall meet in separate executive sessions periodically (and at least twice annually) during regularly scheduled meetings, without any members of management present; and
- (k) The Committee or its designee shall prepare minutes of each meeting and shall cause such minutes, as approved by the Committee, to be made available for review by any member of the Board.

### **Duties and Responsibilities:**

The Committee shall, in addition to any other duties or responsibilities the Board may from time-to-time delegate to the Committee, have the following duties and responsibilities:

- (a) Periodically and at least annually, review the overall strategy and direction of the Company's research and development program, and report to the Board;
- (b) At the Chair of the Board's or the Board's request, review management, Committee member, and/or third-party presentations regarding significant emerging scientific and technological trends and developments relevant to the Company;

- (c) At the Chair of the Board's or the Board's request, review scientific and technological aspects of Company acquisitions and business development activities;
- (d) At the Chair of the Board's or the Board's request, review new research and development technologies in which the Company is investing or considering;
- (e) Regularly report on its meetings, actions and recommendations to the Board or as otherwise requested by the Board; and
- (f) Review its performance and this Charter annually and recommend any proposed Charter changes to the Board.

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein.