

**RESEARCH AND DEVELOPMENT
COMMITTEE CHARTER
OF
APREA THERAPEUTICS, INC.
(the “Company”)**

**As adopted by the Board of Directors on September 28, 2023
Effective September 28, 2023**

Purpose

The purpose of the Research and Development Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to oversee matters relating to the Company’s scientific and technologic capabilities and development programs and report to the Board regarding such matters, including (i) advise the Board regarding current and planned research and development programs, validating timelines, budget and key milestones, (ii) advise the Board about the progress on the approved research and development activities, (iii) evaluate the scientific merit of licensing and acquisition opportunities, (iv) provide strategic advice regarding emerging science and technology issues, trends, and foreseeable opportunities; and (v) such other duties as the Board may from time to time prescribe..

Composition of the Committee

The Committee shall be comprised of at least three Board members and each of whom shall satisfy any corporate governance guidelines of the Company that may be in effect from time to time and applicable law.

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified or until their earlier resignation, removal or death. Any member of the Committee may be removed or replaced by the Board. Unless a Committee Chair is elected by the full Board, the members of the Committee may designate a Chair by the majority vote of the full Committee. The Chair shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

Meetings

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. The Board shall designate one member of the Committee to serve as its chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

Each member of the Committee shall have one vote. One-third of the Committee members, but not less than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action either by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present or by the unanimous written consent of all Committee members.

The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee shall maintain copies of minutes of

each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all written consents shall be placed in the Company's minute book.

Delegation

The Committee may form and delegate authority to subcommittees consisting of one or more members when it deems appropriate.

External Advisors

The Committee shall have authority to retain or obtain the advice of any external scientific or other advisors or consultants to assist the Committee in the performance of its duties and shall be directly responsible for the appointment, compensation and oversight of the work of any such consultant or advisor. The Company shall provide appropriate funding, as determined by the Committee, for payment of the fees and costs of any consultant or advisor engaged by the Committee to assist it in performing its duties hereunder.

The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company or, at the Company's expense but at funding levels determined by the Committee, any outside legal counsel, expert or other advisor to assist with the execution of its duties and responsibilities as set forth in this Charter. The Company's Chief Executive Officer, Chief Medical Officer and other senior members of the research and development team should attend Committee meeting at the invitation of the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors. The Committee shall have full, unrestricted access to Company records.

Duties and Responsibilities

In furtherance of its purpose, the Committee shall:

1. Review and evaluate the strategy, plans and goals, as well as progress and performance, of the Company's clinical programs, preclinical programs, and research and development activities.
2. Meet regularly with the Company's research and development team, which includes senior members of the research and development team participating in Committee meetings, to evaluate the plans, goals and performance of the Company's clinical programs, preclinical programs, and research and development projects, and make recommendations to the Board as appropriate in the opinion of the Committee to fulfill the goals of such programs and projects.
3. Review and evaluate the infrastructure and resources made available by the Company for its clinical programs, preclinical programs, and research and development projects, and make recommendations as appropriate if the infrastructure and/or resources are insufficient, in the opinion of the Committee, to accomplish such programs and projects.
4. Identify and discuss significant emerging regulatory, research and scientific issues and trends and competitive activity, including their potential impacts on any Company programs, plans, or policies relating to its clinical programs, preclinical programs, and research and development activities.

5. Periodically conduct targeted reviews of the Company's intellectual property portfolio and strategy.
6. Not less frequently than annually, evaluate the performance of the Committee, including a review of the Committee's compliance with this Charter, and review and reassess this Charter and submit any recommended changes to the Board for its consideration and approval.
7. Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.