

XILIO THERAPEUTICS, INC.

RESEARCH AND DEVELOPMENT COMMITTEE CHARTER

A. Purpose

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

B. Structure and Membership

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Chair. Unless the Board elects a Chair of the Committee, the Committee may elect a Chair by majority vote.
3. Compensation. The compensation of Committee members shall be as determined by the Board.
4. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Committee from such Committee, with or without cause.

C. Authority and Responsibilities

1. General. The Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment.
2. Research and Development Matters. In the discharge of its responsibilities, the Committee shall:
 - a. Review the Company’s research and development pipeline and advise the Board on the suitability, competitiveness and progress of the Company’s programs and product candidates.
 - b. Review, evaluate, and advise the Board and management regarding the regulatory strategy for the Company’s product candidates and programs.
 - c. Monitor and evaluate trends and activities in research and development, and recommend to the Board and management emerging technologies for building the company's technological strength.
 - d. Provide recommendations regarding key discovery and development strategies to align with the business needs of the Company.

- e. Advise the Board and management on the scientific aspects of business development transactions.
- f. Recommend approaches to acquiring and maintaining technology positions (including but not limited to contracts, grants, collaborative efforts, alliances, and capital).
- g. Review such other topics and perform such other duties as may be delegated to the Committee from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. Such meetings may be held in person or by electronic communication as the Committee deems appropriate. The Committee may also act by unanimous written consent in lieu of a meeting, including via email or other electronic transmission. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. 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.
3. Reports to Board. The Committee shall report to the Board as requested by the Board from time to time.
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. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors.
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.

Adopted: December 9, 2025