



SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

1. Purpose

The purpose of the Science and Technology Committee (“Committee”) of the Board of Directors (“Board”) of Eledon Pharmaceuticals, Inc. (“Company”) is to assist and advise the Board with respect to scientific research and development matters.

2. Structure and Membership

- A. Number.** The Committee shall consist of at least two members of the Board.
- B. Chair.** Unless the Board elects a Chair of the Science and Technology Committee, the Committee shall elect a Chair by majority vote.
- C. Compensation.** The compensation of the Science and Technology Committee shall be as determined by the Board.
- D. Selection and Removal.** Members of the Science and Technology Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Science and Technology Committee from such committee, with or without cause.

3. Authority and Responsibilities

The Science and Technology Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment. The purpose, duties, and responsibilities of the Committee are to identify and inform the management of business development opportunities, report on scientific research and development matters, and assist and advise the Board with respect to other duties as the Board may from time to time assign. Among its specific duties and responsibilities, the Committee will:

- (a) Provide recommendations to the Board on research and development portfolio structure and optimization;

- (b) Provide recommendations to the Board on path to clinic and path to market strategies for the Company's programs;
- (c) Assist management in identifying, sourcing, screening, and strategizing with respect to buy-side business development opportunities from a scientific and technical perspective;
- (d) Assist management in evaluating potential business development opportunities, including asset licensing and acquisitions, from a scientific, medical and regulatory perspective;
- (e) Support management in strategizing, messaging, and networking with respect to sell-side business development opportunities from a scientific and technical perspective;
- (f) Perform such other functions as may be deemed necessary or convenient in efficiently carrying out the foregoing; and
- (g) Any other such function as the Board may from time to time assign to the Committee.

4. Procedures and Administration

- A. Meetings.** The Science and Technology Committee shall meet quarterly, or as often as it deems necessary in order to perform its responsibilities. Meetings may be called by the Chair of the Science and Technology Committee or two or more members of the Committee. The Chair of the Science and Technology Committee shall develop the agenda for each meeting of the Committee, provided that each member of the Science and Technology Committee may raise at any Committee meeting subjects that are not on the agenda for that meeting. Every act or decision done or made by a majority of the members present at a meeting shall be regarded as the act of the Science and Technology Committee, unless a greater number is required by law, the Certificate of Incorporation, or the Company's bylaws.
- B. Incorporation.** The Science and Technology Committee may also act by unanimous written consent in lieu of a meeting. The Science and Technology Committee shall keep such records of its meetings as it shall deem appropriate.

- C. Subcommittees.** The Science and Technology Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances.
- D. Reports to Board.** The Science and Technology Committee shall report regularly to the Board.
- E. Outside Advisors.** The Science and Technology Committee may, in its sole discretion, retain or obtain the advice of outside consultants or other advisors. The Science and Technology Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any consultant or other advisor retained by the Committee. The Scientific and Technology Committee is empowered, without further action by the Board, to cause the Company to pay the compensation, as determined by the Committee, of any consultant or other advisor retained by the Science and Technology Committee.
- F. Charter.** At least annually, the Science and Technology Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- G. Periodic Self-Evaluation.** Periodically, the Science and Technology Committee shall evaluate its own performance.

5. Related Policies

OP-0003 Code of Conduct

6. Revisions

N/A

Adopted: September 14, 2021