

PARDES BIOSCIENCES, INC.
SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

Effective December 23, 2021

I. INTRODUCTION

The Science & Technology Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of Pardes Biosciences, Inc. (the “*Company*”) to assist the Board’s oversight of the Company’s research and development activities and to advise the Board with respect to strategic and tactical scientific issues.

II. COMMITTEE MEMBERSHIP

A. Composition

The Committee shall consist of such number of members of the Board as the Board shall from time to time determine. Except as otherwise directed by the Board, a director selected as a Committee member shall continue to be a member for as long as he or she remains a director or until his or her earlier resignation or removal from the Committee. Any member may be removed from the Committee by the Board, with or without cause, at any time. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this Committee. Vacancies occurring, for whatever reason, may be filled by a majority vote of the Board.

B. Chair

The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

C. Independence and other Criteria

At least one member of the Committee shall be an “independent” director in accordance with the applicable listing rules of The Nasdaq Stock Market (“*Nasdaq*”) and the Company’s Corporate Governance Guidelines. At least one Committee member shall, in the judgment of the Board, have scientific expertise relevant to pharmaceutical research and development. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. AUTHORITY

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes.

In the furtherance of the Committee's purpose and area of responsibility, the Committee shall have the sole discretion to retain or obtain advice from, oversee and terminate any consultant, legal counsel or other adviser to the Committee and be directly responsible for the appointment, compensation and oversight of any work of such adviser retained by the Committee, and the Company will provide appropriate funding (as determined by the Committee) for the payment of reasonable compensation to any such adviser.

IV. COMMITTEE MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities.

The Committee shall establish its own schedule of meetings. The Committee may also act by unanimous written consent of its members. Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board.

Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

V. DELEGATION

The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the U.S. Securities and Exchange Commission and Nasdaq.

VI. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate:

- (a) review the overall scientific and research and development strategy of the

Company;

- (b) review the Company's research and development programs;
- (c) review the Company's regulatory compliance/quality programs, as applicable;
- (d) review related external scientific research, discoveries and commercial developments, as appropriate;
- (e) review the Company's overall intellectual property strategies and its portfolio of patents;
- (f) review and consider management's decisions regarding the allocation, deployment, utilization of and investment in the Company's scientific assets;
- (g) review and consider management's decisions regarding acquiring or divesting scientific technology or otherwise investing in research or development programs; and
- (h) conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter, and recommend to the Board such amendments of this charter as the Committee deems appropriate;
- (i) report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities; and
- (j) undertake such other responsibilities as the Board may delegate or assign to the Committee from time to time.

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Adopted: December 23, 2021

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