

# CARGO THERAPEUTICS, INC.

## RESEARCH & DEVELOPMENT COMMITTEE CHARTER

(Effective as of November 9, 2023, as amended June 25, 2024)

### **I. Purpose**

The purpose of the Research & Development Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of CARGO Therapeutics, Inc. (the “*Company*”) is to oversee the Company’s research and development (“*R&D*”) activities and advise the Board with respect to strategic, scientific and clinical considerations. In furtherance of the Committee’s purpose, the Committee shall have the authority and responsibilities set forth below.

### **II. Composition**

The Committee must consist of at least two directors. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chairperson of the Committee (the “*Chair*”) is designated by the Board, the Committee may designate a Chair by majority vote of the members of the Committee.

### **III. Meetings, Procedures and Authority**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee shall meet once per quarter or as otherwise needed. The Committee will meet at such times as determined by the Chair or as requested by any of its members. The Chair will preside, when present, at all meetings of the Committee. The Committee may meet by telephone or video conference. Each member of the Committee shall have one vote. A majority of the members shall constitute a quorum. The Committee shall be authorized to take any permitted action by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company’s bylaws.

### **IV. Duties and Responsibilities**

#### General.

1. The Committee shall discharge its responsibilities and assess the information provided to it by the Company’s management and others in accordance with its business judgment. The Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes and carry out its duties and responsibilities as set forth in this Charter. In addition to the powers and responsibilities expressly delegated to the Committee in this

Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee and the Company's bylaws.

*R&D Responsibilities.*

2. *Strategic Counsel.* The Committee shall conduct regular reviews of the Company's R&D strategy and plans, and provide oversight over research, clinical programs and clinical program risks.

3. *Program Review.* The Committee must review, evaluate and advise the Board and management regarding the quality, direction and competitiveness of the Company's R&D programs.

4. *R&D Goals.* The Committee will assist the Board and the Compensation Committee in setting and evaluating any R&D performance goals under the Company's incentive compensation programs.

5. *Oversight of R&D Organization Personnel and Resources.* The Committee will assist the Board and the Compensation Committee in assessing the capabilities of and evaluating the performance of the Company's key scientific and technical personnel, and the depth and breadth of the Company's scientific resources.

6. *Enterprise Risk Management.* The Committee will assist the Board and the Audit Committee of the Board in reviewing and assessing items of enterprise risk associated with the Company's R&D activities, clinical development and intellectual property.

7. *M&A and Business Development Opportunities.* The Committee will assist the Company with review of any scientific or technical matters relating to M&A and business development opportunities.

*Other Duties and Responsibilities.*

8. *Minutes.* The Committee shall maintain copies of minutes of each formal 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 consents shall be placed in the Company's minute book.

9. *Reports to the Board of Directors.* The Committee shall report regularly to the Board regarding the activities of the Committee.

10. *Committee Self-Evaluation.* The Committee shall, from time to time as it deems appropriate, perform an evaluation of the performance of the Committee.

11. *Review of this Charter.* The Committee shall, from time to time as it deems appropriate, review and reassess this Charter and submit any recommended changes to the Board for its consideration.

12. *Advisors.* The Committee, and each member thereof, is authorized, without further action by the Board, to consult and seek assistance and advice from any internal and external experts, consultants and other advisors (individually and collectively, “*Advisors*”) as it deems necessary or advisable to carry out its responsibilities. The Committee is authorized to engage Advisors, and such advisors may be the regular advisors to the Company. The Committee is empowered to cause the Company to pay the fees and expenses of such Advisors engaged by the Committee.

**V. Delegation of Duties**

In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

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