

MAGENTA THERAPEUTICS, INC.
R&D Committee Charter

I. General Statement of Purpose

The R&D Committee of the Board of Directors (the “R&D Committee”) of Magenta Therapeutics, Inc. (the “Company”), on behalf of the Board of Directors (the “Board”), is responsible for (a) assisting the Company in evaluating research and development issues and decisions and (b) providing to the Board a perspective on research and development efforts. The R&D Committee has the authority to undertake the specific responsibilities and duties listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

II. R&D Committee Composition

The R&D Committee shall be comprised of a minimum of two (2) members of the Board. At least one member of the R&D Committee shall, in the judgment of the Board, have scientific research and development expertise in human therapeutics and the biopharmaceutical industry. R&D Committee members need not be independent directors; provided, however, that the R&D Committee must be composed of at least the same or more independent directors than non-independent directors.

The members of the R&D Committee and its Chair shall be appointed by and serve at the discretion of the Board. The Board may remove or replace any R&D Committee member at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the R&D Committee. Vacancies occurring on the R&D Committee, for whatever reason, may be filled by the Board.

III. Meetings

The R&D Committee shall meet as often as it determines is appropriate to carry out its responsibilities, which meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the R&D Committee shall constitute a quorum for purposes of holding a meeting and the R&D Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the R&D Committee may act by unanimous written consent in accordance with the Company’s bylaws. The Chair of the R&D Committee, in consultation with the other members and management, may set meeting agendas consistent with this Charter.

IV. R&D Committee Activities

The R&D Committee shall have the following specific duties and responsibilities:

- Review, evaluate and advise the Company on the overall strategy, direction and effectiveness of the Company's research and development initiatives, programs and related investments.
- Review, evaluate and advise the Board regarding the Company's progress in achieving its short-term and long-term strategic research and development goals and objectives.
- Review, evaluate and advise the Company and the Board regarding the quality, direction and competitiveness of the Company's research and development programs.
- Provide recommendations regarding key discovery and development strategies to align with business needs of the Company.
- Review, evaluate and advise the Company or the Audit Committee on the risks associated with the Company's research and development initiatives, programs and related investments.
- Review, evaluate and advise the Company on its current and potential internal and external programs and investments in science and technology and make recommendations to the Board regarding external programs and investments in products and technologies (e.g., potential licenses, acquisitions, collaborations or equity investments).
- Annually review and reassess the adequacy of this Charter and recommend to the Board any amendments or modifications to the Charter that the R&D Committee deems appropriate.

VI. General

- The R&D Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the R&D Committee deems it appropriate to do so in order to carry out its responsibilities.
- The R&D Committee shall make regular reports to the Board concerning areas of the R&D Committee's responsibility.
- In carrying out its responsibilities, the R&D Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the R&D Committee may consult. The R&D Committee shall have the authority to request that

any officer or employee of the Company, the Company's outside legal counsel, or any other professional retained by the Company to render advice to the Company attend a meeting of the R&D Committee or meet with any members of or advisors to the R&D Committee.

- The R&D Committee may perform such other functions as may be requested by the Board from time to time.

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Adopted and effective March 3, 2022.