

# KRONOS BIO, INC.

## CHARTER OF THE CORPORATE STRATEGY COMMITTEE

### PURPOSE AND POLICY

The purpose of the Corporate Strategy Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Kronos Bio, Inc. (the “*Company*”) is to assist the Board in fulfilling the Board’s responsibilities to (i) oversee the development, with the Chief Executive Officer and other management of the Company, of the Company’s strategic objectives, (ii) oversee the Company’s corporate/business development strategic planning, and (iii) review and evaluate any of the Company’s specific strategic initiatives, including the terms, risks and opportunities relating to such initiatives.

The policy of the Committee, in discharging these obligations, shall be to maintain and foster an open avenue of communication among the Committee and the Company’s management. The Company’s Chief Executive Officer shall have primary responsibility to provide relevant information and updates to the Committee regarding the Company’s corporate/business development strategic planning and initiatives, unless and until the Committee’s chairperson designates another officer or employee.

### COMPOSITION

The Committee shall consist of at least two members of the Board. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee.

### MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. The presence in person or by telephone/virtual conference of a majority of the Committee’s members shall constitute a quorum for any meeting of the Committee; *provided, however*, that, in the event the Committee consists of only two members, the presence of one member shall constitute a quorum. All actions of the Committee will require (i) the vote of a majority of the members present at a meeting of the Committee at which a quorum is present or (ii) unanimous written consent of the members of the Committee then serving. Minutes of each meeting will be kept and all such minutes and actions by unanimous written consent will be distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chair of the Committee will report to the Board from time to time or whenever so requested by the Board.

## **AUTHORITY**

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants (including the Company's auditors) or investment bankers, or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special outside legal, accounting or other advisors or consultants. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law. The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

## **RESPONSIBILITIES**

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

1. ***Strategic Objectives.*** To review with the Chief Executive Officer and other management of the Company the strategic goals and objectives of the Company, and review the plan for achieving such goals and objectives (including, without limitation, the proposed allocation of corporate resources, key activities and milestones).

2. ***Corporate/Business Development Strategy.*** To review periodically and assist the Company's management in the development of the Company's corporate/business development strategic plans, and to review the progress and activities pursuant to such plans.

3. ***Strategic Initiatives.*** To review and evaluate specific strategic initiatives, including mergers, acquisitions, licenses, partnerships, joint ventures, investments, dispositions, and similar strategic transactions, and the terms, risks and opportunities associated with any such initiatives.

4. ***Report to Board.*** To report to the Board with respect to matters discussed by the Committee and the recommendations of the Committee with respect thereto, and to ensure the Board is periodically apprised of the Company's progress with respect to implementation of any Board-approved strategy.

5. ***Annual Evaluation and Charter Review.*** The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also review and assess the appropriateness of this Charter at least annually, and shall recommend any proposed changes to the Board for its consideration and approval.

**6. General Authority.** To perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

It shall be the responsibility of management to prepare the Company's strategic objectives and corporate/business development strategic plans and determine the risks associated with such objectives and plans. The Committee shall exercise its business judgment in carrying out the responsibilities described in this Charter in a manner that the Committee members reasonably believe to be in the best interests of the Company and its stockholders. No provision of this Charter is intended to create any right in favor of any third party, including any stockholder, officer, director or employee of the Company, or any subsidiary thereof, in the event of a failure to comply with any provision of this Charter. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee.