

METAGENOMI, INC.

RESEARCH AND DEVELOPMENT COMMITTEE CHARTER

A. PURPOSE AND SCOPE

The Research and Development Committee (the “*R&D Committee*”) of the Board of Directors (the “*Board*”) of Metagenomi, Inc. (the “*Company*”) is established pursuant to Article II, Section 15 of the Company’s Amended and Restated Bylaws. The R&D Committee is responsible for assisting the Board’s oversight of the Company’s research and development activities and to advise the Board with respect to strategic and tactical scientific and clinical considerations.

B. COMPOSITION

All members of the R&D Committee shall be appointed by, and shall serve at the pleasure of, the Board. The number of directors serving on the R&D Committee shall be fixed by the Board from time to time but shall consist of no fewer than two directors.

In determining whether a director is eligible to serve as an R&D Committee member, the Board may consider the director’s scientific, regulatory, medical and technical expertise, as well as any other relevant operational or business experience. Unless an R&D Committee chairperson is appointed by the Board, the members of the R&D Committee may designate a chairperson by majority vote of the R&D Committee membership. 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. The Board may remove members of the R&D Committee, with or without cause. Vacancies occurring, for whatever reason, may be filled by the Board.

C. MEETINGS

The R&D Committee shall meet as often as it deems necessary in order to discharge its responsibilities, in person or by conference telephone or other communications equipment by means of which all participants 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 also act by unanimous written consent. The R&D Committee shall keep such records of its meetings as it shall deem appropriate. The chairperson of the R&D Committee, in consultation with the other members, management, and/or consultants engaged by the R&D Committee, may set meeting agendas consistent with this Charter.

D. DUTIES AND RESPONSIBILITIES

1. General. The R&D Committee shall discharge its responsibilities and shall assess the information provided by the Company’s management, in accordance with its business judgment. The R&D Committee may review and reassess the adequacy of this Charter periodically and submit any proposed changes to the Board for approval.

2. Research and Development Matters. The R&D Committee shall function as a knowledgeable and objective group of scientists and non-scientists to consider and report periodically to the Board on matters related to the Company's research and development initiatives. The R&D Committee shall:
 - Review, evaluate and advise the Board and management regarding the Company's research and development strategy and plans.
 - Review, evaluate and advise the Board and management regarding the quality, direction and competitiveness of the Company's research and development programs.
 - Review and make recommendations to the Board on the Company's internal and external investments in research and development platforms.
 - Identify and discuss new and emerging trends in pharmaceutical and biotechnological science, technology and regulation.
 - Review the Company's overall intellectual property strategies.
 - Assist the Board and the Compensation Committee of the Board (the "*Compensation Committee*") in evaluating any research or development performance goals under the Company's incentive compensation programs.
 - 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.
 - Assist the Board and the Audit Committee of the Board in reviewing and assessing items of enterprise risk associated with the Company's research and development activities, clinical development and intellectual property.
3. Additional Duties. The R&D Committee shall have such other duties as may be delegated from time to time by the Board and as may be necessary or appropriate for it to efficiently carry out its duties hereunder.

E. GENERAL

1. The R&D Committee shall regularly update the Board about its activities and recommendations upon request of the Board.
2. The R&D Committee shall have full access to all books and records of the Company in carrying out its duties under this Charter.
3. The R&D Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when it deems appropriate to discharge its responsibilities.

4. 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 any experts, advisors and professionals with whom the R&D Committee may consult, and shall have the authority to engage third party experts, advisors and professionals to advise the R&D Committee and the Company.
5. The R&D Committee shall have the authority to request that any officer or employee of the Company or the Company's outside legal counsel, or any other professional retained by the Company meet with the R&D Committee or its members or advisers.
6. Periodic Self-Evaluation. The R&D Committee shall perform an annual evaluation of its own performance and report such findings to the Board.

ADOPTED: July 21, 2025

EFFECTIVE: July 21, 2025