



SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

1. **Members.** The Board of Directors (the “Board”) of Dianthus Therapeutics, Inc. (the “Company”) appoints a Science and Technology Committee (the “Committee”) of at least two members and designates one member as chair of the Committee or delegates the authority to designate a chair to the Committee.
2. **Purpose, Duties and Responsibilities.** The purpose of the Committee is to assist the Board in overseeing innovation, new product development and research and development (“R&D”) activities at the Company. The Committee is advisory in nature and empowered to have free and open communication with, and serve as a resource to, executive management so that the Company may stay apprised of scientific matters and developments that affect the Company’s business. Among its specific duties and responsibilities, the Committee will:
 - (a) Review, evaluate, advise, and make recommendations to the Board regarding plans and goals, as well as the progress and performance, of the Company’s clinical programs and research and development efforts.
 - (b) Identify and discuss significant emerging science and technology issues and trends, including their impact on any Company programs, plans, or policies relating to clinical affairs or research and development.
 - (c) Review, evaluate, advise, and make recommendations to executive management regarding the Company’s current and potential internal and external programs as it relates to products and technologies of the Company and third parties (e.g., potential licenses, acquisitions, dispositions, investments, collaborations, etc.).
 - (d) Periodically evaluate the performance of the Committee and the adequacy of the Committee’s charter and recommend changes to the Board as appropriate; and
 - (e) Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board delegates to the Committee from time to time.
3. **Subcommittees.** The Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate.
4. **Outside Advisers.** The Committee has the authority to retain such outside counsel, experts and other advisers as it determines appropriate to assist it in the performance of its functions and will receive appropriate funding, as determined by the Committee, from the Company, for the payment of compensation to any such advisers and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee’s duties.

5. Meetings. The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, at such times and places as the Committee or its chair determines. A majority of the members of the Committee constitutes a quorum. The Committee will report regularly to the Board with respect to its activities.

Adopted by the Board on: September 11, 2023