

**METACRINE, INC.**  
**STRATEGY AND SCIENTIFIC REVIEW COMMITTEE CHARTER**

**I. PURPOSE**

The purpose of the Strategy and Scientific Review Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Metacrine, Inc. (the “*Company*”), is to assist the Board in ensuring that the research and development organization is optimized to support the strategic goals of the Company and to provide recommendations to the Board on key strategic and tactical issues relating to the Company’s R&D activities. The Committee will have free and open communication with the directors and the executive management of the Company. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and to Section 141 of the Delaware General Corporation Law.

**II. MEMBERSHIP**

The Committee shall be composed of at least two members of the Board, with the exact number being determined from time to time by the Board. No Committee member shall be an employee of the Company and each member shall be an independent director as determined by the Board, in accordance with the applicable independence requirements of The Nasdaq Stock Market (“*Nasdaq*”), when and as required by Nasdaq. 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.

**III. MEETINGS AND MINUTES**

Meetings of the Committee will be held at the pleasure of the Board and the members of the Committee, from time to time, in response to needs of the Board and the Committee. The Chairman of the Board, the Chief Executive Officer and any other officers or directors that are invited by the Committee, may attend any meeting of the Committee. The presence in person or by telephone of a majority of the Committee’s members shall constitute a quorum for any meeting of the Committee. 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. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee will report its actions and recommendations to the Board after each Committee meeting.

**IV. RESPONSIBILITIES AND DUTIES**

The principal responsibilities and duties of the Committee in serving the purpose outlined in Section I of this charter (the “*Charter*”) are set forth below. These duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner

that is appropriate given the Company's needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities. As appropriate under the circumstances, the Committee will have full power and authority to carry out the following responsibilities:

1. Review, evaluate, and advise the Board and management regarding the long-term strategic goals and objectives and the quality and direction of the Company's research and development programs.
2. Review the Company's research and development activities and product pipeline.
3. Monitor and evaluate trends in research and development, review the overall quality, competitiveness, strategy, direction and effectiveness of the Company's research and development programs.
4. Review related external scientific research, discoveries and commercial developments, as appropriate.
5. Assist the Board in its oversight of the Company's business development activities as they relate to the acquisition or development of new science or divesting of scientific assets or technology.
6. Review Company's internal and external investments in science and technology (e.g., potential acquisitions, licenses, alliances, collaborations, equity investments, contracts and grants).
7. Report to the full Board with respect to significant matters covered at Committee meetings.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management.

## **VI. REVIEW OF COMMITTEE PERFORMANCE AND CHARTER**

The Committee shall, from time to time as it deems appropriate, evaluate the Committee's performance and submit a report to the Board. The Committee will also review and reassess the adequacy of this Charter periodically, and recommend to the Board any changes the Committee determines are appropriate.