

## RELAY THERAPEUTICS, INC.

### RESEARCH AND DEVELOPMENT COMMITTEE CHARTER

#### A. PURPOSE AND SCOPE

The purpose of the Research and Development Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Relay Therapeutics, Inc., a Delaware corporation (the “**Company**”) is (a) to assist the Company in evaluating research and development issues and decisions and (b) to provide to the Board a detailed perspective on research and development efforts. The 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. For clarity, absent express delegation by the Board, the Committee will have the general authority to make recommendations to the Board on the matters described herein, but will not have the authority to act on behalf of the Board.

#### B. COMPOSITION AND MEETINGS

1. Number. The Committee shall be comprised of a minimum of two (2) members of the Board. At least one member of the Committee shall, in the judgment of the Board, have scientific research and development expertise in human therapeutics and the biopharmaceutical industry. Committee members need not be independent directors; provided, however, that the Committee must be composed of at least the same or more independent directors than non-independent directors.
2. Selection and Removal. The members of the Committee and its chairperson shall be appointed by and serve at the discretion of the Board. A member of the Committee shall be automatically removed if the member is no longer a member of the Board.

#### C. PROCEDURES AND ADMINISTRATION

1. Rules of Procedure. The Committee shall establish its own schedule and rules of procedure consistent with this Charter.
2. Meetings. The Committee will hold at least one (1) regular meeting per year and additional meetings, as the Chairperson or Committee deems appropriate. The Committee may, at its discretion, include in its meetings members of the Company’s management or any other person whose presence the Committee believes to be necessary or appropriate
3. Minutes. Minutes of each meeting of the Committee may be kept and distributed to each member of the Committee, each member of the Board who is not a member of the Committee and the Secretary of the Company. The Chairperson shall report to the Board from time to time or whenever so requested by the Board.

4. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances to the extent permitted by applicable law.
5. Company Participation. The Committee may from time to time request any officer, employee, consultant or advisor of the Company to meet with the Committee or any consultant or advisors engaged by the Committee.

#### **D. RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Committee shall have the power to:

- At least annually, provide feedback and analysis to Company management and personnel, regarding, and assist the Board regarding its oversight of, pre-clinical and clinical decision-making through a series of periodic pipeline reviews and in-depth assessments of select project strategies and plans.
- 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 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.
- Provide assistance to the Compensation Committee of the Board and the Board 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.
- At least annually, review and reassess the adequacy of this Charter and recommend to the Board any amendments or modifications to the Charter that the Committee deems appropriate.

The Committee shall have such other responsibilities and authority as may be determined from time to time by the Board. In connection with performing its responsibilities and duties, the Committee is authorized to engage, at the expense of the Company, outside consultants to assist the Committee as necessary or appropriate.

Adopted June 23, 2020, subject to effectiveness of the Company's Registration Statement on Form S-1 for its initial public offering.