

ARCUS BIOSCIENCES, INC.

Science Committee Charter

A. Purpose

The purpose of the Science Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Arcus Biosciences, Inc. (the “**Company**”), is to advise the Board regarding the Company’s research strategies. The Committee will have free and open communication with the directors and 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.

B. Membership and Appointment

The Committee shall be composed of a minimum of two members of the Board. The members of the Committee shall be appointed by and serve at the discretion of the Board. At least one member of the Committee shall be independent.

C. Responsibilities and Duties

As appropriate under the circumstances, the Committee will have full power and authority to carry out the following responsibilities:

1. Provide strategic advice and make recommendations to the Board regarding the Company’s commercial and clinical products and product candidates.
2. Provide strategic advice to the Board regarding emerging science and technology issues and trends.
3. Report to the full Board with respect to significant matters covered at Committee meetings.

D. Meetings and Procedures

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. Notwithstanding the foregoing, the Committee will meet at least once per year. Directors and management of the Company may be invited to attend any meeting of the Committee.

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The Board has formed the Committee to assist the Board in directing the Company’s affairs, and this charter has been adopted in furtherance of this purpose. While this charter should be interpreted in the context of all applicable laws, regulations, and listing requirements, as well as in the context of the Company’s certificate of incorporation and bylaws, it is not intended to establish by its own force any legally binding obligations.