

Agenus Inc.

EXECUTIVE COMMITTEE CHARTER

(Approved October 11, 2023)

A. Authorization of the Executive Committee

Pursuant to the authority granted to the Board of Directors (the "Board") of Agenus Inc. (the "Company"), pursuant to Article II, Section 6 of the Company's Amended and Restated Bylaws (the "Bylaws"), an Executive Committee (the "Executive Committee") of the Board has been authorized and created. The approval of this charter (this "Charter") shall be construed as a delegation of authority to the Executive Committee with respect to the duties and responsibilities set forth herein.

B. Purpose

The purposes of the Executive Committee shall be to provide strategic advice, oversight, guidance and support for the Board and management as may be necessary or appropriate, or during intervals between Board meetings, which may include providing oversight for management of the business and affairs of the Company on behalf of the Board, as requested. In the course of such exercise of authority, the Executive Committee's scope and responsibilities generally shall not include those already delegated to other standing committees of the Board.

C. Structure and Membership

1. Number. The Executive Committee shall consist of two or more members of the Board.
2. Chair. Unless the Board elects a Chair of the Executive Committee, the Executive Committee shall elect a Chair by majority vote. The Chair shall be responsible for leadership of the Executive Committee, including overseeing the agenda, presiding over the meetings, and making regular reports to the Board. If the Chair is not present at a meeting, the remaining members of the Executive Committee may designate from among their members an acting Chair.
3. Compensation. The compensation of Executive Committee members shall be as determined by the Board.
4. Selection and Removal. The members of the Executive Committee shall be appointed by the Board, and, so long as they remain a member of the Board, shall serve at the pleasure of the Board for such term or terms as the Board may determine. Any vacancy on the Executive Committee shall be filled by the Board. No member of the Executive Committee shall be removed except by the Board, with or without cause. If a director serving

on the Executive Committee ceases to be a director of the Company, such individual shall immediately cease to serve on the Executive Committee.

D. Duties and Responsibilities

The Executive Committee shall provide advice, oversight, and direction on the Company's overall strategy, as well as related business matters of the Company which properly may come before the Executive Committee, or as delegated by the Board during intervals between Board meetings. In the course of such exercise of authority, the Executive Committee's scope and responsibilities generally shall not include those already delegated to other standing committees of the Board, and in all respects shall be limited by the Company's Certificate of Incorporation (the "Certificate"), Bylaws, the rules of the Nasdaq Stock Market, the Delaware General Corporation Law (the "DGCL") and any other applicable law or regulation.

E. Procedures and Administration

1. Meetings. The Executive Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Executive Committee may, at its discretion, include in its meetings (or portions thereof) members of the Company's management and any other person whose presence the Executive Committee believes to be necessary or appropriate. A majority of the members of the Executive Committee present in person or by means of a video or telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. Action may be taken by the Executive Committee upon the affirmative vote of a majority of the members of the Executive Committee. The Executive Committee also may act by written consent. Minutes of any actions taken at a meeting shall be created and preserved with the books and records of the Company.
2. Access. The Executive Committee, and each member thereof, and any of their advisors, agents, counsel and designees, shall have full access to such information and materials, including, without limitation, such access to senior management, accountants and consultants of the Company, the books, records, projections and financial statements of the Company, and any other documents, reports or studies as may be useful or helpful in the discharge of the Executive Committee's duties or as may be determined by the Executive Committee, to be necessary or appropriate or advisable in connection with the discharge of the duties and responsibilities of the Executive Committee.
3. Investigations and Studies. The Executive Committee may conduct or authorize reasonable investigations into or studies of matters within the

Executive Committee's scope of responsibilities with full access to all Company books, records, facilities and personnel.

4. Outside Advisors. The Executive Committee may retain, at the Company's expense, the Company's regular legal counsel or independent counsel, or other consultants or advisers, in each case, as the Executive Committee deems necessary or advisable in its sole discretion. Such advisors shall report directly to the Executive Committee unless otherwise instructed by the Executive Committee and may be terminated in the sole discretion of the Executive Committee. The Executive Committee is empowered, without further action of the Board, to cause the Company to pay the compensation of such advisors as the Executive Committee shall so engage.

5. Evaluation and Self-Assessment. The Executive Committee shall:
 - Periodically review and assess the adequacy of this Charter and submit any changes to the Board for approval;
 - Periodically perform an evaluation of the performance of the Executive Committee and report to the Board on the results of such evaluation.

F. INDEMNIFICATION AND ADVANCEMENT

All members of the Executive Committee shall be defended, indemnified and held harmless and be advanced expenses by the Company and its successors and assigns for their actions in connection with their service on the Executive Committee to the maximum extent provided for under applicable law and the Certificate and the Bylaws.

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Executive Committee, except to the extent otherwise provided under the DGCL and other applicable law, which shall continue to set the standard for the conduct of the members of the Executive Committee.