

TENAYA THERAPEUTICS, INC.

SCIENCE & TECHNOLOGY COMMITTEE CHARTER

The Science & Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of Tenaya Therapeutics, Inc. (the “Company”) shall be appointed by the Board to perform the duties and responsibilities set forth in this charter.

A. PURPOSE

The purpose of the Committee shall be to assist the Board in its oversight of:

1. the Company’s research and development strategy;
2. the Company’s product pipeline; and
3. various other scientific matters related to the Company’s research programs and platforms, manufacturing processes and clinical development programs.

B. COMPOSITION

1. Membership. The Committee shall consist of at least four members of the Board. The members of the Committee shall be appointed by the Board and shall serve until the earlier of their resignation or removal by the Board in its discretion.

2. Qualifications. Each member of the Committee shall meet the independence standards established by the securities exchange on which the Company’s securities are listed and the Securities and Exchange Commission (“SEC”), as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of the securities exchange on which the Company’s securities are listed and the SEC and such other qualifications as may be established by the Board from time to time; provided, however, that the Company may avail itself of any phase-in rules applicable to newly-listed companies.

3. Chairperson. The Board may designate a chairperson of the Committee (the “Chairperson”). The Chairperson of the Committee (or, in the Chairperson’s absence, a member designated by the Chairperson or the Committee) shall preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee’s activities. In the absence of that designation, the Committee may designate a Chairperson by majority vote of the Committee members, provided that the Board may replace any Chairperson designated by the Committee at any time.

C. KEY RESPONSIBILITIES

The following are the principal recurring responsibilities of the Committee. The Committee may perform other functions that are consistent with its purpose and applicable law, rules and regulations and as the Board or Committee deem appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Oversight of Research, Development and Manufacturing Activities. The Committee will review and set or make recommendations to the Board regarding:
 - a. The progress of the Company's product pipeline, including its preclinical programs and clinical stage assets.
 - b. The quality, direction and competitiveness of the Company's research and development programs and related strategy.
 - c. The scientific aspects of potential future business development opportunities.
 - d. Trends in the treatment landscape of areas of therapeutic interest to the Company.
 - e. The overall research, development and manufacturing organizations, including resourcing and capabilities of the various business units.
 - f. Other matters of scientific importance as the Board may designate from time to time.
2. Committee Evaluation. The Committee shall conduct and present to the Board an annual self-performance evaluation of the Committee.
3. Charter. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval. The Company shall make a copy of this charter publicly available on its website and shall disclose how to access the Committee's charter in its proxy statement.

In addition, as the Committee or the Board deems appropriate, the Committee may identify additional areas of focus and/or perform any other activities consistent with this Charter and the Company's Certificate of Incorporation and Bylaws, each as currently in effect, as well as applicable governing laws or regulations.

GENERAL

1. The Committee shall meet at such times as the Committee shall determine. The Committee may meet in person or by telephone or video conference.
2. Minutes shall be kept of each meeting of the Committee, and the Committee must regularly provide reports of its actions to the Board.
3. The Committee may delegate its authority when it deems it appropriate and in the best interests of the Company and when such delegation would not violate applicable law, regulation or the securities exchange on which the Company's securities are listed or SEC requirements.
4. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee. The Committee may establish its own meeting schedules, which it shall provide to the Board.
5. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.

6. Members of the Committee can receive such fees, if any, for their service as Committee members as may be determined by the Board or a duly authorized Board committee, as applicable. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

7. The Committee shall have the discretion to determine and adopt such Company policies and procedures as it deems necessary or desirable to perform its duties with respect to matters within the purview of the Committee.

8. In addition to the powers and responsibilities expressly delegated to the Committee in this charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws (as in effect from time to time) and applicable law. The powers and responsibilities delegated by the Board to the Committee in this charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.