

MiNK Therapeutics, Inc.
Charter of the Affiliate Transactions Committee
(approved March 29, 2023)

Composition; Independence. The Affiliate Transactions Committee (the “Committee”) of the Board of Directors (the “Board”) of MiNK Therapeutics, Inc. (the “Company”) will consist of such number of directors as the Board determines from time to time, with an expectation that absent unusual circumstances, the Committee will have at least two directors. Each member of the Committee (i) must not be an officer or employee of the Company; (ii) must not be an officer or employee of Agenus Inc. (“Agenus”); and (iii) not have any material interest that would reasonably be expected to compromise his or her ability to exercise independent and disinterested business judgment in exercising the authority delegated to the Committee.

Functions and Responsibility. The Committee is charged with the following functions:

- evaluate and/or negotiate, if the Board deems appropriate, the terms of any material transactions, or other matters with respect to which a conflict of interest exists or would reasonably be expected to exist, between the Company, on the one hand, and Agenus or any of its affiliates, on the other hand, and make recommendations to the Board in respect of the foregoing;
- evaluate and/or negotiate, if the Board deems appropriate, the terms of any material amendment, modification or supplement to any agreement between the Company, on the one hand, and Agenus or any of its affiliates, on the other hand, or any waiver or departure from the terms and conditions of such agreements and make recommendations to the Board in respect of the foregoing;
- make or approve, if the Board deems appropriate, any material determinations, decisions or elections to be made by the Company under any agreement between the Company, on the one hand, and Agenus or any of its affiliates, on the other hand and make recommendations to the Board in respects of the foregoing;
- make determinations, establish policies and provide guidance, if the Board deems appropriate, to the Company’s management team to ensure that material matters on which the Company’s interests would or would reasonably be expected to diverge materially from those of Agenus are reviewed and approved by the Committee and the Board;
- make determinations with respect to matters that are subject to review, consideration and approval by the Committee and advise the Board regarding the same;
- evaluate the performance of the Committee and develop appropriate criteria for such evaluation; and
- perform such other functions and have such other powers as the Committee and the Board determines are necessary or appropriate in the efficient discharge of the foregoing.

Review of Charter. The Committee will review and reassess the adequacy of this Charter on a periodic basis, and recommend any proposed changes to the Board for its consideration. The approval of this Charter by the Board will be a delegation of authority to the Committee regarding the responsibilities set forth in this Charter.

Authority to Engage Advisors. The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors and to authorize payment of such advisors with Company funds.