

## **Charter Science and Technology Committee**

### **Status**

The Science and Technology Committee is a committee of the Board of Directors.

### **Purpose**

The Science and Technology Committee shall periodically examine management's strategic direction and investment in the Company's biopharmaceutical research and development and technology initiatives. The Committee will function as a broadly knowledgeable and objective group of scientists and non-scientists to consider and report periodically to the Board on matters relating to the investment in the Company's research and development and technology initiatives.

### **Membership**

The Science and Technology Committee shall consist of three or more Directors. At least one member of the Committee shall, in the judgment of the Board of Directors, have scientific research expertise. The Committee may engage external consultants, providing a broad range of expertise in both basic and clinical sciences, as well as technologies.

### **Responsibilities**

The Science and Technology Committee may meet privately with independent consultants and be free to speak directly and independently with any members of management in discharging its responsibilities.

The Committee shall meet at such times as it deems to be necessary or appropriate, but not less than twice each year, and shall report at the next Board meeting following each Committee meeting.

The Committee will conduct an annual evaluation of its performance and will annually evaluate this Charter, including whether this Charter and the Committee's activities are aligned with the Company's strategic science and technology research goals and objectives.

In addition, the Committee will:

1. Review, evaluate and report to the Board of Directors regarding the performance of the research and development leaders in achieving long-term strategic goals and objectives and the quality and direction of the company's biopharmaceutical research and development programs.
2. Identify and discuss significant emerging science and technology issues and trends.
3. Determine whether there is sufficient and ongoing external review from world-class experts across both research and development, pertaining to the Company's therapeutic areas.
4. Review the Company's approaches to acquiring and maintaining a range of distinct technology positions (including but not limited to contracts, grants, collaborative efforts, alliances and venture capital investments).
5. Evaluate the soundness/risks associated with the technologies in which the Company is investing its research and development efforts.
6. Periodically review the Company's overall patent strategies.