



*Effective Date: December 10, 2014*

## **Science and Technology Committee Charter**

### **Purpose**

The purpose of the Science and Technology Committee (“Committee”) is to assist the Board of Directors (“Board”) in its oversight of management’s exercise of its responsibility to make significant scientific judgments relating to the Company’s research and development (“R&D”) activities and portfolio.

### **Authority and Responsibilities**

The Committee shall:

- Review the Company’s R&D programs and progress in achieving R&D goals and objectives.
- Advise the Board on the scientific and R&D aspects of in-licensing and acquisition transactions that require Board approval.
- Review the Company’s intellectual property portfolio and strategy.
- Oversight of management’s exercise of its responsibility to assess and manage risks associated with the Company’s R&D activities, clinical development and intellectual property.

The Committee may, in addition, perform such other functions as are consistent with its purpose or as may be requested by the Board.

The Committee shall operate in accordance with, and have all power and authority granted by, the provisions of the Delaware General Corporation Law, and the Company’s Bylaws and Corporate Governance Principles, each as in effect from time to time.

### **Membership**

The Committee shall consist of a minimum of three directors.

### **Meetings**

The Committee shall meet at least four times per year and at such other times as requested by the Chairman of the Board, the Committee Chair or the Board.