



Science and Technology Committee Charter

Purpose

The Science and Technology Committee (the “Committee”) is appointed by and acts on behalf of the Board of Directors (the “Board”). It is responsible for periodically reviewing and advising the Board on the Company’s strategic direction and investment in research and development and technology (“R&D”). Such oversight shall include key aspects of internal and external investments. The Committee is also responsible for identifying and discussing significant emerging trends and issues in science and technology and considering the potential impact of such on the Company.

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to obtain advice and assistance from consultants to advise the Committee and have free access to members of management. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any consultants retained by the Committee.

Composition

The Committee shall consist of three or more directors of the Company designated by the Committee on Directors and Corporate Governance and approved by a majority of the whole Board by resolution or resolutions. At least one independent director member of the Committee shall, in the judgment of the Board of Directors, have scientific research expertise.

The members of the Committee shall serve one-year terms. The Committee on Directors and Corporate Governance shall recommend, and the Board shall designate, one member of the Committee to serve as Chairperson. The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office.

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. A majority of the Committee members shall be present to constitute a quorum for the transaction of the Company’s business. The Committee may also request any officer or other employee of the Company or the Company’s outside counsel or consultants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Responsibilities and Duties

The Committee shall:

1. Identify, monitor, and discuss new and emerging trends in pharmaceutical science, technology and regulation, and assure the Company makes well-informed choices in the investment of its R&D resources.
2. review, evaluate and advise the Board regarding the quality, direction and competitiveness of the Company's R&D programs, platforms and capabilities.
3. review, evaluate and advise the Board regarding the Company's progress in achieving its near-term and long-term strategic R&D goals and objectives.
4. review and make recommendations to the Board on the Company's internal and external investments in science and technology. For any external investments in R&D (e.g., potential acquisitions, alliances, collaborations, equity investments, contracts and grants) that require approval by the full Board, the Committee shall provide the Board with its recommendation prior to Board action unless time does not permit.
5. monitor progress of the pipeline.
6. provide assistance to the Compensation and Management Development Committee of the Board in setting any pipeline performance metric under the Company's incentive compensation programs and reviewing the performance results.
7. evaluate its own performance annually and deliver a report to the Board setting forth the results of the evaluation.
8. review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
9. perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, Bylaws and governing law or regulation, as the Committee or the Board deems necessary or appropriate.

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