



Science Committee Charter

Purpose

The purpose of the Science Committee is to assist the Board of Directors in ensuring that the research and development organization is optimized to support the strategic goals of the company and to recommend key strategic and tactical issues to the Board of Directors. To accomplish this purpose, the Science Committee reviews and monitors the science, processes and procedures, and infrastructure underlying the Company's major discovery and development programs.

Structure and Membership

1. Number. The Science Committee shall be comprised of no fewer than three members of the Board of Directors. One of these members will serve as the chair of the Committee.
2. Chair. Unless the Board of Directors elects a Chair of the Science Committee, the Science Committee shall elect a Chair by majority vote.
3. Compensation. The compensation of the Science Committee members shall be as determined by the Board of Directors.
4. Selection and Removal. Members of the Science Committee shall be appointed by the Board of Directors, upon the recommendation of the Nominating and Corporate Governance Committee. The Board of Directors may remove members of the Science Committee with or without cause.

Responsibilities

- General. The Science Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.
- Science Matters.
 - a. The Science Committee shall review the overall scientific, clinical, regulatory and IP strategy underlying the major research and development programs.
 - b. The Science Committee shall review the Company's annual Research & Development budget and allocation of resources to discovery programs.
 - c. The Science Committee shall review the capability and skill set of the Company's R&D organization.
 - d. The Science Committee shall review the Company's attainment of key R&D milestones.

Procedures and Administration

- Meetings. The Science Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Science Committee may also act by unanimous written consent in lieu of a meeting. The Science Committee shall keep such records of its meetings as it shall deem appropriate.
- Reports to Board. The Science Committee shall report regularly to the Board of Directors.
- Charter. The Science Committee shall review and reassess periodically the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
- Independent Advisors. The Science Committee shall have the authority, without further action by the Board of Directors, to engage such independent advisors, attorneys and consultants as it deems necessary or appropriate to carry out its responsibilities and to cause the Company to pay the compensation of such advisors without further action by the Board of Directors.
- Company Participation. The Science Committee may from time to time request Company representatives to attend meetings and participate in Science Committee activities.
- Periodic Self-Evaluation. The Science Committee shall periodically evaluate its own performance.