

## **SCIENTIFIC COMMITTEE CHARTER**

### **1 COMPOSITION AND TERM**

- (1) The Scientific Committee (**SC**) shall comprise at least two members of the Board of Directors (**Board**).
- (2) The Chairman and the members of the SC shall be appointed by the Board. All members of the SC shall serve until their successors shall be duly elected and qualified or their earlier resignation or removal.
- (3) The Chief Executive Officer (**CEO**), whether or not a member of the Board, has an advisory function to the SC.

### **2 ADMINISTRATIVE MATTERS**

#### **Meetings**

- (1) The SC shall meet at such times and from time to time as it deems to be necessary or appropriate, but at least twice a year, either in person or telephonically, and at such times and places as the SC shall determine. Meetings may be called by the Chairman of the SC and/or the Chairman of the Board and/or the CEO.
- (2) The Chairman of the SC is responsible for (1) preparation and/or approval of an agenda in advance of each meeting and (2) keeping of minutes of the meetings. The Chairman can either ask the Secretary to the Board to participate at such meetings and to take minutes or delegate this to any other person attending the meeting.
- (3) CEO and the Chief Medical Officer/Head Development shall participate in such meetings if not otherwise required by the Chairman of the SC.
- (4) The minutes taken of the meeting shall be distributed to all members of the Board.

#### **Reporting and Evaluation**

- (5) The SC shall report its actions and recommendations to the Board at the meeting of the Board following each SC meeting.
- (6) The SC shall perform an annual review and self-evaluation of the SC's performance, including a review of the SC's compliance with this charter. The SC shall conduct such evaluation and review in such manner as it deems appropriate and report the results to the Board.

## **Review of Charter**

- (7) The SC shall review the adequacy of this charter from time to time and recommend any proposed changes to the Board for approval.

## **3 PRINCIPAL FUNCTIONS**

**The purpose of the SC is to assist the Board in its oversight of the Company's Research and Development Strategy**

- (1) Provide strategic advice and make recommendations to the Board regarding current and planned research and development programs and activities
- (2) Evaluating the effectiveness of the Company's R&D operations and activities
- (3) Areas of oversight include:
  - a. Drug discovery, product development and regulatory strategy of in-house R&D programs
  - b. Evaluation of in-licensing or partnering opportunities
  - c. Assessment of adequacy of internal, external and financial resources to execute R&D programs
  - d. Processes and procedures for identifying, evaluating and acquiring cutting edge technologies and development candidates
  - e. Recommendations to terminate or divest development projects or intellectual property
  - f. Responsibilities and performance of CMO and Development organization
  - g. Monitoring compliance with Company's standards of scientific integrity
- (4) The SC may identify additional areas of focus and oversight as appropriate

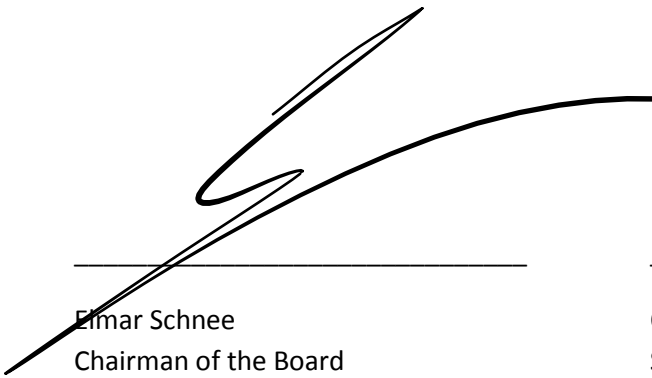
## **4 ENGAGEMENT OF ADVISORS**

The SC shall have the authority to retain and terminate any legal counsel as well as any advisors and consultants with expertise in drug development, intellectual property, regulatory affairs or other relevant expertise.

**5 REVISION HISTORY**

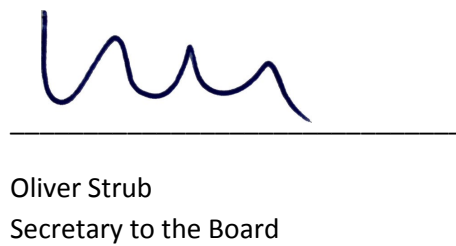
<b>Revision</b>	<b>Approved by</b>	<b>Date</b>	<b>Revision Notes</b>
1	Board		Implementation of Charter

Pratteln, March 12, 2020



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Elmar Schnee  
Chairman of the Board



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Oliver Strub  
Secretary to the Board