

Accelaron Pharma Inc.
Science and Innovation Committee Charter
(Adopted September 15, 2020)

STATUS

The Science and Innovation Committee (the “*Committee*”) is a committee of the Board of Directors (the “*Board*”) of Accelaron Pharma Inc., a Delaware corporation (the “*Company*”).

PURPOSE

The primary purpose of the Committee is to assist the Board in the general oversight of the Company’s research and development activities and to advise the Board with respect to strategic scientific considerations.

MEMBERSHIP

The Board may appoint Committee members for such terms as may be determined by the Board from time to time, and the Committee shall consist of such number of directors as shall be determined by the board from time to time. The Board may also, in its discretion, appoint a Chair of the Committee. In determining whether a director is eligible to serve as a Committee member, the Board may consider the director’s scientific, regulatory, medical and technical expertise, as well as any other relevant operational or business experience. The Board may remove or replace any Committee member at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring on the Committee, for whatever reason, may be filled by the Board.

MEETINGS

Structure and Operations

- The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities. Fifty percent of the Committee members shall constitute a quorum and a majority of the members present shall decide any question brought before the Committee.
- The Committee shall promptly inform the Board of the actions taken or issues discussed at its meetings. This will generally take place at the Board meeting following the Committee meeting.

Agenda and Notice

The Chair of the Committee shall establish the meeting dates and the meeting agenda. The Chair of the Committee or the Company Secretary shall send proper notice of each Committee meeting and information concerning the business to be conducted at the meeting, to the extent practical, to each member prior to each meeting. The Chair or a majority of the members of the Committee may call a special meeting of the Committee at any time.

Holding and Recording Meetings

Committee meetings may be held in person or telephonically. The Committee shall keep written minutes of its meetings and submit such minutes to the Board.

Delegation

To the extent permitted by any applicable law, regulation or listing standard, the Board may allocate the responsibilities of the Committee to a subcommittee or another committee of the Board's denomination.

DUTIES AND RESPONSIBILITIES

The Committee's primary duties and responsibilities include:

- Serve as a resource and provide feedback to the Company and the Board concerning any aspects of the Company's R&D strategy and execution.
- Review, evaluate, and advise the Board and management regarding the long-term research and development strategic goals and objectives, and the direction of the Company's research and development programs, including bioethics and clinical trial design.
- Review matters relating to scientific capabilities and programs, and report to the Board regarding such review in order to help facilitate the Board's oversight of the Company's research and development activities, and help promote effective decision-making on science at the Company.
- Review and consider management's decisions regarding the allocation, deployment, utilization of, and investment in the Company's scientific assets.
- Regularly review the Company's research and development pipeline.
- Evaluation of scientific and medical aspects of proposed transactions requiring Board action.
- Review and assess the Company's intellectual property portfolio and strategy.
- Review such other topics as delegated to the Committee from time to time by the Board.

Independent Advisors

The Committee shall have authority to engage, determine funding and cause the Company to pay the compensation to obtain advice and assistance from outside legal or other advisors to carry out its responsibilities, including but not limited to the authority to engage search firms used to identify director candidates.

Periodic Review of this Charter

The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Committee Performance Evaluation

The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation. The Committee shall report to the full Board on the results of its assessment each year and shall make any appropriate recommendations to further enhance the Committee's performance.

Other Responsibilities

The Committee shall perform such other duties as may be required by law or requested by the Board or deemed appropriate by the Committee. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.

COMPENSATION

The compensation of Committee members shall be determined by the Board of Directors.