



## Science and Technology Committee Charter

### A. Purpose

The Science and Technology Committee ("Committee") is appointed by and acts on behalf of the Board of Directors ("Board") of iBio, Inc. (the "Company"). It is responsible for periodically reviewing and advising the Board on the Company's strategic direction and investment in research and development ("R&D") and technology acquisition and development. 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.

### B. Composition of the Science and Technology Committee

1. Composition. The Committee will be comprised of two or more directors of the Company designated by the Nominating and Corporate Governance Committee, or recommended by the Company's Chief Scientific Officer, and approved by a majority of the whole Board by resolution. At least one independent director member of the Committee shall, in the judgment of the Board of Directors, have scientific research expertise.
2. Term, Selection, and Removal. The members of the Committee shall serve for such term or terms as the Board may determine or until their resignation, retirement, or removal by the Board or until their successors shall be appointed. The Committee on Directors and Corporate Governance shall recommend, and the Board shall designate, one member of the Committee to serve as Chairperson. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office.

### C. Duties and Responsibilities

The principal responsibilities and functions of the Committee are as follows:

1. Identify 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. Evaluate the soundness and risks associated with the technologies and assets in which the Company is investing.
3. Review, evaluate and advise the Board regarding the Company's progress in achieving its 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. Regularly review the pipeline and monitor pipeline progress including development progression decisions.
6. Review and evaluate technical aspects of CDMO opportunities when appropriate.
7. Provide assistance to the Compensation Committee in setting any pipeline performance metrics under the Company's incentive compensation programs and reviewing the performance results.
8. Determine whether there is sufficient and ongoing external review from world-class experts across both research and development pertaining to the Company's strategy.
9. Provide assistance to management in selecting the Company's Scientific Advisory Board(s) ("SAB") members and participate in SAB meetings as appropriate.
10. Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
11. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, By-laws and governing law or regulation, as the Committee or the Board deems necessary or appropriate.

**D. Procedures and Administration**

1. Meetings. The Committee shall meet at least twice annually, or more frequently as circumstances dictate. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements, as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (i) any provision of this Charter, (ii) any provision of the Certificate of Incorporation or By-Laws of the Company or (iii) the laws of the State of Delaware. The Committee will maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, in each case, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents will be placed in the Company's minute books.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees, as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member).
3. Annual Evaluation. The Committee shall conduct an annual performance self-evaluation of the Committee. The Committee shall report its conclusions regarding this evaluation to the Board. The Committee's report to the Board should generally include an assessment of its compliance with this Charter as well as an identification of areas in which the Committee could improve its performance.

4. Charter. The Committee shall review and reassess annually the adequacy of this Charter and recommend to the Board for approval any improvements to this Charter that the Committee considers necessary or valuable.
5. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. Investigations. 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, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
7. Funding. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.