

ABEONA THERAPEUTICS INC.

SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

A. PURPOSE

The Science and Technology Committee (the “*S&T Committee*”) of the Board of Directors (the “*Board*”) of Abeona Therapeutics Inc. (the “*Company*”) was established to review and to advise the Board regarding (a) the Company’s current overall strategic direction in research and development, and (b) its scientific initiatives, including business development activities. The Committee is responsible for identifying significant emerging trends, challenges and problems applicable to the Company’s science and technology in both the near and long term, and providing scientific and business guidance and proposed solutions to the Board and the Company’s management.

B. STRUCTURE AND MEMBERSHIP

1. Number; Independence. The S&T Committee shall consist of no fewer than three and no more than five directors, with the size of the Committee to be determined by the Board from time to time. The S&T Committee in no event shall consist of fewer than three independent directors, where independence is assessed under Nasdaq Rule 5605(a)(2).

2. Qualification. The members of the S&T Committee shall be determined by the Board to have the necessary scientific, medical, or other relevant expertise to serve on the S&T Committee.

3. Chair. Unless the Board elects a Chair of the S&T Committee, the S&T Committee may elect a Chair by majority vote. The Chair of the S&T Committee shall be an independent director.

4. Selection and Removal. Members of the S&T Committee shall be appointed annually by the Board. The Board may remove members from the S&T Committee at any time with or without cause.

5. Compensation. Compensation of S&T Committee members shall be as determined by the Board.

C. AUTHORITY AND RESPONSIBILITIES

General

The S&T Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company’s management and others, in accordance with its scientific and business judgment.

Responsibilities

The S&T Committee shall have the following specific duties and responsibilities:

1. Review, evaluate, and advise the Board and management regarding the Company's research and development strategy and plans, including advising the management team in its setting of annual research and development goals.
2. Review and make recommendations to the Board relating to the Company's internal and external investments in new products, research, manufacturing, technology platforms, and the like.
3. Identify and discuss new and emerging trends in pharmaceutical and biotechnological science, technology, and regulation relevant or potentially relevant to the Company's business.
4. Review, evaluate and advise the Board and management regarding the quality, direction, and competitiveness of the Company's research and development programs.
5. In addition to the specific powers set forth in this Charter, the S&T Committee shall have such powers as may be necessary or appropriate for it to efficiently carry out its duties hereunder.

D. PROCEDURES AND ADMINISTRATION

1. Meetings. The S&T Committee shall meet as often as it deems necessary to perform its responsibilities, but in no event less than twice per year. The S&T Committee may also act by unanimous written consent in lieu of a meeting. The S&T Committee shall appoint a secretary at each of its meetings to record meeting minutes, which shall subsequently be distributed to the Board and to the Company Secretary for filing with the Company's minute books.
2. Subcommittees. The S&T Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances. Such a subcommittee may form working groups that include such members of management and advisors as the subcommittee deems necessary or appropriate, consistent with the other provisions of this Charter, including without limitation Subsection D.6 below.
3. Reports to the Board. The S&T Committee shall report regularly to the Board regarding the activities of the Committee.
4. Charter Review. The S&T Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.
5. Access to Management. Members of the S&T Committee shall have access to Company management in order to ensure that each Member may ask questions and receive all information necessary to perform their duties. S&T Committee members should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company.
6. Advisors. The S&T Committee is authorized, without further action by the Board, to consult and seek assistance and advice from such internal or external scientific experts, consultants, or other advisors as it deems necessary or advisable to carry out its responsibilities. The S&T Committee is further empowered, without further action by the Board, to cause the

Company to pay the reasonable fees and expenses of such advisors engaged by the S&T Committee.

7. Investigations. The S&T Committee shall have the authority to conduct or authorize investigations into any matter within the scope of its responsibilities, including the authority to request any officer, employee or advisor of the Company to meet with the S&T Committee or any internal or external scientific experts, consultants, or other advisors engaged by the S&T Committee.

8. Self-Evaluation. The S&T Committee shall annually evaluate its own performance and shall present the results of the evaluation to the Board, including any recommended changes to its duties and responsibilities, this Charter, or the policies and practices of the Company that are relevant to the duties and responsibilities of the S&T Committee. The S&T Committee shall conduct its evaluation in such manner as it deems appropriate.

Effective Date: January 30, 2026

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