

**CYCLACEL PHARMACEUTICALS, INC.**

**SCIENCE AND TECHNOLOGY COMMITTEE CHARTER**

**I. PURPOSE**

The Committee shall review, and provide oversight on behalf of the Board of Directors, of the Company's overall strategic direction and investment in research and development ("R&D") and technological and scientific initiatives. The Committee shall assist the Board and Management of the Company in evaluating risks and potential commercial value of technical profiles regarding the Company's R&D programs and technology, as they might impact the Company's business performance, growth and competitive position.

**II. MEMBERSHIP**

The Committee shall consist of three or more directors, all of whom shall be determined by the Board to have appropriate scientific, medical or other relevant expertise. A majority of the members of the Committee shall, in the judgment of the Board, be independent in accordance with applicable NASDAQ standards and other applicable laws and regulations. The members and Chairman of the Committee shall be appointed by the Board and shall serve for such term or terms as set forth by the Board.

**III. MEETINGS**

The Committee shall have meetings as deemed necessary or desirable by the Committee or the Chair. Committee meetings (if requested) shall be attended by the Company's CEO and his designates. The Committee may also invite to its meetings other directors, Company Management and any other such persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings anyone with a personal interest in a matter on the agenda.

The Committee may obtain advice and assistance from, internal and external scientific experts and consultants to advise the Committee. Any expenses associated with such activities shall be approved in advance by the Board of Directors.

**IV. RESPONSIBILITIES**

The Committee has the following roles:

1. Review, evaluate and advise the Board and management on strategy, objectives and priorities, as well as robustness and quality, of the Company's current and planned R&D programs and technology initiatives, with respect to their impact on the Company's potential performance, growth and competitive position.

2. Identify and provide the Board with strategic advice on significant emerging science and technology issues, innovations and trends.
3. Assist the Board in its oversight of the Company's risk management in areas affecting or relating to R&D, technology and intellectual property of the Company.
4. Assist the Board and management on the overall intellectual property strategy of the Company.
5. Review new technology in which the Company is, or is considering, investing.
6. Review the efficacy, exposure and safety profile of Company products in conception, development or launch stage.
7. Assist the Board and management in scientific and R&D aspects and consequent business implications of Company acquisitions, transactions and other business development activities.
8. Assist the Board and Management to the end that all technical activities undertaken directly or through third parties by the Company are in compliance with all jurisdictional regulations.
9. Review and make recommendations on such other technical topics as it deems appropriate.

The Committee shall report to the Board at the next Board meeting following each Committee meeting. The Committee will review annually its own performance and present the results to the Board.

## **V. CHARTER AMENDMENTS**

The Committee shall review this Charter periodically and recommend any proposed changes to the Board for approval. Any member of the Committee may submit proposed amendments to this Charter to the Board. The Board shall circulate any proposed amendment to this Charter to members of the Committee promptly upon receipt. By a majority vote, the Board may approve amendments to this Charter.

Effective as of February 14, 2020.