

**REPLIGEN CORPORATION**  
**Science and Technology Committee Charter**

**A. PURPOSE**

The primary function of the Science and Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of Repligen Corporation (the “Corporation”) is to periodically examine and advise on management’s direction and investment in the Corporation’s product development and technology initiatives. The Committee will consider, make recommendations and report periodically to the Board on matters relating to the investment in the Corporation’s internal development projects and initiatives to license or acquire products and technologies. The Committee’s actions will generally be related to high-level policy and strategy, but members of the Committee may be asked by management for technical advice relating to current or proposed projects and investments. The administration of the clinical and development function will be the responsibility of management.

**B. COMPOSITION AND MEETINGS**

The Committee shall consist of three or more directors. At least one member of the Committee shall, in the judgment of the Board, have scientific expertise. Committee members need not be independent directors. It is expected that the Corporation’s Chief Executive Officer will be a member of the Committee. The Committee may engage external consultants, providing a broad range of expertise in both basic and clinical sciences, as well as technologies.

The members of the Committee shall be elected by the Board and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

The Committee shall establish its own schedule and rules of procedure. The Committee shall meet on at such times and places as the Committee shall deem advisable.

Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

## **C. RESPONSIBILITIES AND DUTIES**

The Committee will conduct an annual evaluation of its effectiveness, to determine if the purpose and responsibilities are consistent with the guidelines of this Charter, and are clearly aligned with the Corporation's scientific goals and objectives.

In addition, the Committee will:

1. Identify and discuss significant emerging science and technology issues and trends that may impact, or present an opportunity for, the Corporation.
2. Review, evaluate, and make recommendations to the Board regarding the long-term and strategic goals of the Corporation's science and technology investments.
3. Evaluate and advise on the soundness/risks associated with the products and technologies in which the Corporation is, or is considering, investing its research, development and registration efforts.
4. Review and make recommendations to the Board on the Corporation's internal and external investments, or potential investments, in science and technology. For any external investments in products and technologies (e.g., potential licenses, acquisitions, collaborations or equity investments) that require approval by the full Board, the Committee will provide the Board with its recommendation prior to Board action.
5. Provide technical advice and consultation to management regarding the Corporation's internal and external investments, or potential investments, in science and technology. For any external investments in products and technologies (e.g., potential licenses, acquisitions, collaborations or equity investments).
6. Perform an annual performance evaluation of the Committee.
7. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for consideration and approval.
8. Keep written minutes of its meetings, which shall be recorded and filed with the books and records of the Corporation.

## **D. COMPENSATION**

The members of the Committee shall be entitled, at the discretion and determination of the Board, to compensation for:

- Annual retainers (with a higher amount possible for the Committee Chair);
- Per meeting fees (with differential for in person and telephonic meetings);  
and
- Service fees for technical advice and assistance given to management in furtherance of the goals of this Committee (absent a Committee meeting).

A member of the Committee who is an employee of the Corporation shall not be entitled to compensation for serving on the Committee in addition to such member's compensation as an employee.