

## **SCIENCE AND TECHNOLOGY COMMITTEE CHARTER OF SYNLOGIC, INC.**

### **I. Purpose**

The purpose of the Science and Technology Committee (the "Committee") of the Board is to:

- a) Assist the Board in its review of strategy and investment in research and development (R&D) and associated technologies
- b) Assist the Board in its evaluation of pipeline progress and assessment of external opportunities
- c) To serve as a resource for advice and guidance on R&D or technology matters for the benefit of the management team

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws and applicable law. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

### **II. Membership**

#### **A. Membership and Appointment**

The Committee shall be composed of at least two (2) directors as determined by the Board, each of whom (a) satisfies the independence requirements of companies listed on NASDAQ and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. If at any time and for so long as the Committee is not solely comprised of members meeting the independence requirements of NASDAQ (subject to applicable exceptions), then the duty and responsibility of the Committee set forth in Article IV below shall be exercised by the directors of the Board constituting at least a majority of the Board's directors that are independent (within the meaning of NASDAQ Rule 5605(a)(2)).

#### **B. Resignation or Removal**

Committee members may be removed from the Committee, with or without cause and with or without prior notice, by a majority vote of the Board. Any Committee member may resign effective upon delivery of oral or written notice to the Chairman of the Board and the Secretary of the Company.

### **III. Meetings and Procedures**

The Chair of the Committee (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings in collaboration with management representatives. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

#### Meetings, Minutes, and Reporting

The Committee is expected to meet as often as it determines advisable to fulfill its duties and responsibilities, but in no event less than two (2) times per year. The Chair shall designate a secretary for each meeting who shall record minutes of the meeting including all formal actions of the Committee and shall maintain the original signed minutes for filing with the corporate records of the Company. Such minutes will be distributed to each member of the Committee and made available to other members of the Board. The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairperson of the Board. A majority of the Committee members, present in person or by phone, shall constitute a quorum.

A majority of the members present shall decide any questions brought before the Committee, except to the extent otherwise required by the Company's certificate of incorporation or bylaws (each as in effect from time to time). Notwithstanding the foregoing, in the event the Committee consists of only two (2) members, both members must be present, in person or by phone, to constitute a quorum, and any questions brought before the Committee must be decided by unanimous vote. Any action may be taken without a meeting if all members of the Committee consent thereto in writing (including by electronic transmission), and such writing is filed with the minutes of the Committee.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee at the pleasure of the Committee. The Committee may, at its discretion, include in its meetings members of the Company's management, scientists, or any other person whose presence the Committee believes to be desirable and appropriate.

#### Delegation

The Committee may, by resolution passed by a majority of the Committee members, designate one or more subcommittees, each consisting of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions may exercise all the powers and authority of the Committee and shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

## Authority to Retain Advisors

The Committee may retain any independent advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide appropriate funding, as determined by the Committee, for such advisors.

## **IV. Duties and Responsibilities**

The following shall be recurring duties and responsibilities of the Committee in carrying out its purposes. These duties and responsibilities are set forth below as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances.

1. Review, evaluate and advise the Board regarding the quality, direction and competitiveness of the Company's R&D programs, platforms and capabilities.
2. Review, evaluate and advise the Board regarding the Company's pipeline progress and in achieving its long-term strategic R&D goals and objectives.
3. 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.
4. Identify and discuss new and emerging trends in clinical development, regulatory guidance and technology to aid the Company in making investment decisions in R&D.
5. Provide advice and guidance to the management and or development teams as deemed appropriate for the progression on the pipeline.
6. Provide assistance to the Compensation Committee, if requested, in setting any pipeline performance metric under the Company's incentive compensation programs and reviewing the performance results.
7. Annually conduct an evaluation of the performance of its duties under this Charter.
8. Annually review the provisions of this Charter and, if appropriate, recommend changes for approval by the Board.
9. Perform any other activities that are consistent with this Charter, the Company's Bylaws and governing laws, and as the Committee or the Board deems necessary or appropriate.