

# KADMON HOLDINGS, INC

## SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

Effective as of May 7, 2019

### Purpose

The purpose of the Science and Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of Kadmon Holdings, Inc., (the “Company”) is to support, assist and advise the Board in its general duties of oversight of the Company’s scientific research and development endeavors and strategic initiatives. The Committee is a key component of the Board’s oversight of management’s direction and investment in the Company’s pharmaceutical research and development and technology initiatives.

### Structure and Membership

1. Number. The Committee shall consist of such number of directors as the Board, upon recommendation by the Nominating and Corporate Governance Committee, shall from time to time determine. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
2. Compensation. The compensation of Committee members shall be as determined by the Board.

### Authority and Responsibilities

1. General. The Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment.
2. Science and Technology Matters. In the discharge of its responsibilities, the Committee shall:
  - a. review, articulate, translate and contextualize the Company’s scientific data for the general Board discussion;
  - b. review, evaluate, and advise the Board and management regarding the long-term strategic goals and objectives and the quality and direction of the Company’s research and development programs;
  - c. consider trends in research and development, and recommend to the Board and management emerging technologies for building the company's technological strength;
  - d. recommend approaches to acquiring and maintaining technology (including but not limited to contracts, grants, collaborative efforts, alliances and capital);

- e. advise the Board and management on the scientific aspects of potential business development transactions and market opportunities;
- f. regularly review the Company's research and development pipeline and make itself available to management as a sounding board in the interpretation and debate of scientific opportunities and assessment of unmet medical needs;
- g. continue ongoing evaluation of the process of innovation;
- h. provide insight into existing development strategies;
- i. as needed, act as a liaison between the medical community and the Board and/or management;
- j. assist the Board with its oversight responsibility for enterprise risk management in areas that could impact the Company's research and development;
- k. periodically review the Company's overall intellectual property strategies; and/or
- l. review such other topics as delegated to the Committee from time to time by the Board.

### **Procedures and Administration**

1. Meetings. The Committee shall meet from time to time as it deems necessary, ideally at least once each calendar quarter, in order to perform its responsibilities. Such meetings may be held telephonically or in person, as the Committee deems appropriate.
2. Minutes. The Committee shall keep minutes of its meetings in a form that it shall deem appropriate and report the same to the Board of directors upon request.
3. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
4. Independent Advisors. The Committee shall have the authority to engage such external advisors as it deems necessary or appropriate to carry out its responsibilities.
5. Company Participation. The Committee may from time to time request any employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.