

Agile Therapeutics, Inc.

Science and Technology Committee Charter

Purpose

The Science and Technology Committee (“Committee”) is appointed by and acts on behalf of the Board of Directors (“Board”). It is responsible for periodically reviewing and advising the Board on the Company’s strategic direction and investment in research and development and technology (“R&D”). Such oversight shall include key aspects of internal and external investments in R&D, Regulatory Affairs (RA) and Chemistry, Manufacturing & Controls (CMC). The Committee is also responsible for identifying and discussing significant emerging trends and issues in science and technology, regulatory affairs and pharmaceutical manufacturing with consideration of the potential impact of such on the Company. The Committee shall have the resources and authority appropriate to discharge its responsibilities including the authority to obtain advice and assistance from consultants to advise the Committee and free access to members of management.

Composition

The Committee shall consist of three or more directors designated by the directors of the Company and approved by a majority of the whole Board by resolution or resolutions. At least one independent director member of the Committee shall, in the judgment of the Board of Directors, have scientific research expertise. The members of the Committee shall serve one-year terms. The Committee on Nominating and Corporate Governance shall recommend, and the Board shall designate, one member of the Committee to serve as Chairperson. The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed.

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. A majority of the Committee members shall be present to constitute a quorum for the transaction of the Company’s business.

Responsibilities and Duties

The Committee shall:

1. Identify and discuss new and emerging trends in pharmaceutical science, technology, pharmaceutical regulation and manufacturing, and as necessary report to the full Board on such trends and the Committee’s deliberations.
2. Review, evaluate and advise the Board regarding the quality, direction and competitiveness of the Company’s R&D and manufacturing programs.
3. Review, evaluate and advise the Board regarding the Company’s progress in achieving its long-term strategic R&D goals and objectives.

4. Review and make recommendations to the Board on the Company's internal and external investments in science, technology and manufacturing. 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 unless time does not permit.
5. Regularly review the Company's pipeline of product candidates and clinical development performance.
6. Provide assistance to the Compensation Committee in setting any pipeline or development performance metric(s) under the Company's incentive compensation programs and reviewing the performance results.
7. Evaluate its own performance annually and deliver a report to the Board setting forth the results of the evaluation.
8. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
9. Perform any other activities consistent with this Charter, the Company's bylaws and governing law or regulation, as the Committee or the Board deems necessary or appropriate.