

OCUGEN, INC.

SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

A. Purpose

The purpose of the Science and Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of Ocugen, Inc. (the “Company”) is to assist the Board’s oversight of the Company’s research and development (“R&D”) activities and to advise the Board with respect to strategic and tactical scientific issues.

B. Structure and Membership

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee and set the agenda for each Committee meeting.
3. Compensation. The compensation of the Committee members shall be as determined by the Board.
4. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Committee with or without cause. Any vacancy occurring in the Committee shall be filled by the Board.

C. Authority and Responsibilities

General

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management and others, in accordance with its business judgment.

Science and Technology Matters

1. Science and Technology Oversight. The Committee shall, together with management, develop and participate in a process for periodic review of the Company’s scientific research programs and technology, including meeting with senior members of the Company’s research team to stay apprised of the status of such programs and technology.
2. Strategic Review; Recommendations. The Committee shall review, evaluate and advise the Board and management regarding the long-term strategic goals and objectives of the Company’s R&D programs. The Committee may provide strategic recommendations to the Board regarding acquisition, disposition or development of the Company’s R&D programs, including decisions to enter into development arrangements via grants,

collaborations, partnerships and other alliances. The Committee shall advise the Board on scientific aspects of business development matters, as applicable.

3. Recommend Experts. The Committee shall assist Company management, as requested, in identifying experts to provide strategic technical advice regarding the Company's R&D programs and initiatives.
4. Oversight of R&D Organization and Personnel. The Committee shall provide feedback to the Board on the Company's R&D organizations and personnel and report to the Board as appropriate.
5. Risk Management. The Committee shall assist the Board with its oversight responsibility for risk management in areas affecting the Company's R&D activities.
6. Review Trends. The Committee shall evaluate, with the help of the Board, new and emerging trends in health care, pharmaceutical science and technology to assist Company's management in making well-informed choices in the investment of the Company's R&D resources.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meeting of the Board.
2. Meeting Rules and Procedures. 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 the provisions of the Company's Certificate of Incorporation and Bylaws.
3. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
4. Reports to Board. The Committee shall report regularly to the Board. A summary of all formal action taken by the Committee (or any subcommittee thereof) shall be reported at the next meeting of the Board following such action.
5. 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.
6. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

7. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance and report its conclusions to the Board.

Adopted: June 7, 2022