



Investor Relations FAQs as of 11/16/2020

1. When is the Company required to regain compliance with Nasdaq's minimum listings requirement?

On September 8th, 2020, we received a letter from the Listing Qualification Department of The NASDAQ Capital Market ("Nasdaq") notifying that Ocugen has been granted an additional 180-day compliance period or until March 8, 2021, to regain compliance with the minimum \$1.00 bid price per share requirement of Nasdaq's Marketplace Rule 5550(a)(2) (the "Rule").

2. When is the stockholder meeting and when do I need to vote by?

The company's stockholder meeting is scheduled for December 11th, 2020. You can vote until that day, but we encourage you to vote as soon as possible. If you hold your shares with a bank or broker, they may have an earlier cut-off time for voting, so please be aware of their requirements, which may be different than the company's.

3. Why is the company requesting approval for a reverse split and an increase in authorized shares?

In the event we don't anticipate meeting minimum \$1.00 bid price per share requirement of Nasdaq's Marketplace Rule 5550(a)(2) (the "Rule"), the board will determine an appropriate Reverse Split for our shares to get back in compliance. If a reverse split is executed, then the increase in Authorized shares proposal will be abandoned.

If we do not need reverse split to get back into compliance with Nasdaq, only then will we increase the Authorized shares. Only one of the two proposals will be implemented.

4. Why is the company requesting approval to increase authorized shares? Why do you need 500M shares?

If and only if a reverse split is NOT used, we will increase the authorized shares. We are not seeking additional 500M shares but only seeking an increase to 500M. In other words, the increase from the current authorized share count is only 300M. We also selected the number with the long-term needs of the company in mind, as most mature companies have sufficient authorized share counts.

5. How is the COVID-19 pandemic affecting Ocugen's manufacturing and supply chain?

Ocugen works with their strategic partner, CanSinoBIO, to manufacture and supply materials for their gene therapy program, OCU400. CanSinoBIO is continuing to work on OCU400 manufacturing in support of preclinical IND-enabling studies, as well as Phase 1/2a clinical trials. We have received materials for its Good Laboratory Practice ("GLP")



toxicology study from CanSinoBio. The OCU400 program has not been impacted by COVID-19 and we are on track to go into the clinic next year with two parallel Phase 1/2a trials.

6. What is the impact of COVID-19 on Ocugen's ongoing operations (i.e. facilities, working from home)?

Ocugen fully supports measures to slow the spread of the virus and the safety of our employees is our top priority. We have shifted our office-based workforce to work remotely. Our lab-based team continues to work in the lab conducting studies while following CDC guidelines.

7. What is the Company's cash runway?

As a result of the proceeds from our ATM program, we believe that we have sufficient cash to fund our current operations into the third quarter of 2021.

Cautionary Note on Forward-Looking Statements

This FAQ contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts, contained in this presentation, including statements regarding our business strategy, future results of operations and financial position, prospective products, product approvals, research and development costs, timing and likelihood of success, estimated market size or growth, and plans and objectives of management for future operations, are forward-looking statements. When used in this presentation, the words "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "would," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

Forward-looking statements involve known and unknown risks, uncertainties and other factors, including those risks set forth in the Company's filings with the Securities and Exchange Commission, which are available at www.sec.gov, that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements are based on our management's beliefs and assumptions and on information available to management as of the date of this presentation. Our actual future results may be materially different from what we expect. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.

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