

# CHARTER OF THE SCIENTIFIC ADVISORY COMMITTEE

## PURPOSE AND POLICY

The purpose of the Scientific Advisory Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of EnteraBio LTD (the “*Company*”), is to assist the Board in fulfilling the Board’s responsibilities in overseeing the Company’s research and development activities and to advise the Board with respect to strategic and tactical scientific issues.

The objectives of the Committee shall be as follows:

- To advise the Board regarding endorsement to current and planned research and development programs and areas of focus, validating timelines, budget and key milestones;
- To advise the Board about the progress on the approved research and development activities;
- To advise the Board on future strategies and prioritization of pipeline.
- To advise the Board and management regarding the scientific merit of R&D activities (research areas, platform, etc.), compounds for licensing and acquisition opportunities;
- To provide strategic advice regarding emerging science, therapeutic trends and foreseeable opportunities; and
- To provide advice to the Company’s management and scientific team on aspects of the programs as requested.

## COMPOSITION

The Committee shall consist of at least three members of the Board. Each member of the Committee shall have sufficient scientific and/or medical expertise to review and evaluate appropriately the Company’s clinical programs, research and development programs and licensing opportunities. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee. The chair with agreement of other BOD SAC members may invite additional BOD members or outside consultants to join all or specific SAC meetings.

## MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. As a general manner, the Chairperson shall endeavor to provide at least two weeks’ notice for regular meetings of the Committee; provided that such timing may be shortened in the case of urgent matters. The presence in person or by telephone/virtual conference of a majority of the Committee’s permanent members shall constitute a quorum for any meeting of the Committee. All actions of the Committee will require (i) the vote of a majority of the Committee members present at a meeting of the Committee at which a quorum is present, or (ii) a unanimous written consent of the members of the Committee then serving. Minutes of each meeting will be kept and

all such minutes and actions by unanimous written consent will be distributed to each member of the specific SAC meeting (Committee), members of the Board who are not members of the Committee and the Secretary of the Company. The Chair of the Committee shall report to the Board from time to time or whenever so requested by the Board. Members of the Board are welcome to attend, but will not participate in voting or consent, unless expressly requested by the Chair.

#### **AUTHORITY**

The Committee shall have authority to retain and determine compensation for, at the expense of the Company, external scientific or other advisors or consultants as it deems necessary or appropriate in the performance of its duties; provided that any such compensation shall comply with applicable laws and regulations. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties.

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any of the Company's personnel, counsel or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special outside legal, accounting or other advisors or consultants. The approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

#### **RESPONSIBILITIES**

To implement the Committee's purpose and policies, the Committee shall be charged with the following duties and responsibilities, with the understanding, however, that the Committee may supplement and, except as otherwise required by applicable law, deviate from these activities as appropriate under the circumstances:

**1.** The Committee shall review, evaluate and report to the Board regarding strategy, plans and goals, as well as progress and performance, of the Company's clinical programs, licensing activities, and research and development activities.

**2.** The Committee shall on regular basis meet with the Company's research and development as well as licensing teams to evaluate the plans, goals and performance of the Company's clinical programs and research and development projects, and make recommendations to the Board as appropriate in the opinion of the Committee to fulfill the company strategic goals.

**3.** The Committee shall identify and discuss significant emerging regulatory, research and scientific issues and trends and competitive activity, including their potential impacts on any Company programs, plans, or policies relating to its licensing opportunities, clinical programs and research and development activities.

**4.** The Committee shall, not less frequently than annually, evaluate the performance of the Committee, including a review of the Committee's compliance with this Charter, and review

and reassess this Charter and submit any recommended changes to the Board for its consideration and approval.

**5.** The committee can. Form outside consulting panels to assist the SAC in review of specific R&D programs either current or planned.

**6.** The Committee shall perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

Revised effective December 21, 2021