

SCIENCE COMMITTEE

TERMS OF REFERENCE

(Approved by the Board on 19 December 2016)

(Established from 1 January 2017

Last updated on 6 May 2020)

Role

The Committee supports the Board in its understanding of the key strategic themes, upon which the Company’s R&D strategy is based, and of any external transactions, by performing in depth reviews of the underlying scientific assumptions to give the Board technical assurance. It also undertakes more in depth risk oversight of R&D related risks.

Membership

Chairman	Dr Jesse Goodman
Members	Dr Laurie Glimcher Judy Lewent
Generally in attendance at each meeting:	Chairman Chief Executive Officer (“CEO”) Chief Scientific Officer and President R&D (“CSO”) President, Global Vaccines
In attendance as as required:	Independent senior external scientific adviser(s) Chief Financial Officer Chief Medical Officer SVP, Head of Audit & Assurance SVP, Global Ethics & Compliance Other Company executives
Secretary	Company Secretary

Constitution

1. The Board has established a Committee of the Board known as the Science Committee (the "Committee").

Membership

2. The Committee shall comprise a minimum of three Non-Executive Directors of the Company appointed by the Board.
3. The Committee Chairman shall be a Non-Executive Director, designated as a Scientific and Medical Expert, appointed by the Board following receipt of a proposal from the Nominations & Corporate Governance Committee.
4. The Committee Chairman, in collaboration with the CSO and CEO, shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee.

Quorum

5. The quorum shall be three members.
6. In the absence of the Committee Chairman or an appointed deputy, the remaining members present shall elect one of the members to chair the meeting.

Attendance at Meetings

7. The Chairman and the following Executives shall attend the Committee's meetings as required:
 - a) CSO
 - b) CEO; and
 - c) President, Global Vaccines .
8. Other Executives, the Chief Medical Officer, SVP Head of Audit & Assurance, SVP Global Ethics & Compliance and independent scientific advisers will be invited to attend the Committee as necessary.

Committee Secretary

9. The Company Secretary shall be the Secretary to the Committee and shall be responsible for minuting the proceedings of all meetings of the Committee.

Frequency of Meetings

10. The Committee shall meet three times a year or more frequently if necessary to consider specific issues.

Duties

The Committee shall:

11. Support the Board in its understanding of the key strategic themes, upon which the Company's R&D strategy is based, and of any external transactions, by:
 - I. Performing in depth reviews of the underlying scientific assumptions;
 - II. Providing the Board with technical assurance; and
 - III. Providing Risk Oversight of R&D.
13. In particular it will have oversight of the enterprise risks determined by the Board to be most relevant to the Committee's area of expertise and responsibility. These currently include:
 - Patient Safety
 - Research Practices

The Committee will receive relevant materials and advice in relation to these risks including highlights from relevant Audit & Assurance and Global Ethics & Compliance outcomes, as appropriate. In addition, the Committee will review other significant risks including:

- R&D ERM
- Data Integrity
- R&D Third Party Risks
- Capability/technology building for the future

Performance Appraisal & Review

14. The Committee shall review at least annually its own performance, constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Reporting Procedures

15. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

Publication of Terms of Reference

16. These Terms of Reference shall be made available on the Company's website.