



Science and Technology Committee Charter

Organization

The Science and Technology Committee of the Board of Directors (the “**Committee**”) of Assembly Biosciences, Inc. (the “**Company**”) was established pursuant to Article IV, Section 4.1 of the Bylaws of the Company. The Board of Directors of the Company (the “**Board**”) will appoint Committee members annually for a term of one year based on the recommendations of the Nominating & Governance Committee. The Board may remove or replace any Committee member at any time, with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board will also appoint the Chairperson for the Committee.

The number of individuals serving on the Committee shall be fixed by the Board from time to time but shall consist of not less than two directors. At least one Committee member (i) must be independent as defined in Rule 5605(a)(2) of the NASDAQ Stock Market Rules, subject to any applicable exceptions contained in the NASDAQ Stock Market Rules, and (ii) must not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof (other than in his or her capacity as a member of the Board, the Committee or any other Board committee). In determining whether a director is eligible to serve on the Committee, the Board also must consider whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director’s judgment as a member of the Committee. At least one Committee member shall, in the judgment of the Board, have scientific expertise relevant to pharmaceutical research and development.

Purpose

The purpose of the Committee is to assist the Board’s oversight of the Company’s research and development activities and to advise the Board with respect to strategic and tactical scientific issues.

Meetings

The Committee generally is to meet at least two times per year in person, at such times and places as it deems appropriate, or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary by the Committee. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent. The committee shall keep such records of its meetings as it deems appropriate. The Chairperson of the Committee, in consultation with the

other members and management, may set meeting agendas consistent with this Charter.

Duties and Responsibilities

In furtherance of its purpose, the Committee shall have the following specific duties and responsibilities:

- The Committee shall review the overall scientific and research and development strategy of the Company;
- The Committee shall review the Company's research and development programs;
- The Committee shall review the Company's regulatory compliance/quality programs, as applicable;
- The Committee shall review related external scientific research, discoveries and commercial developments, as appropriate;
- The Committee shall review the Company's overall intellectual property strategies and its portfolio of patents;
- The Committee shall review and consider management's decisions regarding the allocation, deployment, utilization of and investment in the Company's scientific assets;
- The Committee shall review and consider management's decisions regarding acquiring or divesting scientific technology or otherwise investing in research or development programs;
- The Committee shall review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval; and
- At the direction of the Nominating and Corporate Governance Committee, the Committee shall perform an annual performance evaluation of the Committee and report to the Board on the results of such evaluation.

In addition to the specific powers set forth in this Charter, the Committee shall have such powers as may be necessary or appropriate for it to efficiently carry out its duties hereunder.

General

- The Committee shall have full access to all research and development records of the Company as it may request in carrying out its duties under this Charter.
- The Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Committee deems it appropriate to do so in order to carry out its responsibilities.

- The Committee shall make regular updates to the Board concerning areas of the Committee's responsibility and recommendations.
- In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee.
- The Committee shall perform such other functions as may be requested by the Board from time to time.

Adopted by the Board on June 2, 2016