



AMENDED & RESTATED CLINICAL ADVISORY COMMITTEE CHARTER

A. Purpose

The purpose of the Clinical Advisory Committee (the "Committee") of the Board of Directors (the "Board") of Cerulean Pharma Inc. (the "Company") is to review, evaluate and advise the Board and management regarding the Company's research and development programs.

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.
3. Compensation. The compensation of 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 from such Committee, with or without cause.

C. Authority and Responsibilities

1. General. The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.
2. Clinical Advisory Matters. In the discharge of its responsibilities, the Committee shall:
 - a. Review, evaluate, and advise the Board and management regarding the long-term strategic goals and objectives and the quality and direction of the Company's research and clinical programs, including associated regulatory strategy.
 - b. Monitor and evaluate scientific, clinical and regulatory trends and provide strategic advice and recommendations to the management and Board regarding the same.
 - c. Assist the Board with its oversight responsibility for enterprise risk management in areas affecting the Company's research and development programs.
 - d. Review such other topics as delegated to the Committee from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Committee shall meet from time to time as it deems necessary in order to perform its responsibilities. Such meetings may be held telephonically or in person as the Committee deems appropriate. The Committee may also act by unanimous written consent in lieu of a meeting.
2. Minutes. The Committee shall keep minutes of its meetings in a form that it shall deem appropriate and report the same to the Board of directors upon request.
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. 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.
5. Independent Advisors. The Committee shall have the authority to engage such external advisors as it deems necessary or appropriate to carry out its responsibilities.
6. Company Participation. Unless otherwise decided by the Chair, Company executives and their designees from the Company's research and development departments will participate in Committee meetings.
7. Periodic Self-Evaluation. The Committee shall periodically evaluate its own performance.

Approved by the Board June 26, 2015