

Effective Date: March 5, 2007

## SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

The Science and Technology Committee (the "Committee") is comprised solely of independent directors to serve at the pleasure of the Board. The Chairperson of the Committee or, if not present, the senior independent director present, shall preside at all meetings of the Committee.

### A. PURPOSE

The purpose of the Committee is to assist the Board in the discharge of its responsibilities relating to the Company's strategies and operations for the research and development of pharmaceutical products.

### B. STRUCTURE AND MEMBERSHIP

1. Number: The Committee shall consist of at least three members of the board.
2. Membership: A majority of members must have expertise in one of the following areas: medicine, scientific research or drug development.
3. Chair: Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
4. Compensation: The compensation of the Committee shall be as determined by the Board.
5. 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

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management. The Committee will:

1. Advise the Company's Scientific Advisory Board;
2. Identify drug discovery and development strategies, decision-making procedures, progress and outcomes;
3. Identify processes and procedures for identifying, evaluating and acquiring technology positions (including contracts, grants, collaborative efforts, alliances and acquisitions);
4. Assist management and scientific and medical personnel in supporting the Company's drug development objectives;
5. Make recommendations to the Board with regard to the Company's major technology positions and strategies relative to emerging concepts of therapy, new trends in health care and changing market requirements;

6. Review the Company's pipeline of research and development programs;
7. Monitor and evaluate trends in the diagnosis and treatment of central nervous system disorders; and
8. Keep the Board apprised of this evaluation process and findings.

The Committee may identify additional areas of focus as appropriate.

#### **D. MEETINGS AND REPORTS**

1. Meetings: The Committee shall meet as often as it deems necessary in order to perform its responsibilities, but no less than [twice a year]. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate. Members of the Company's scientific, medical and management teams may participate in meetings as required by the Committee.
2. Reports to Board: The Committee shall report to the Board no less than annually.
3. 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.
4. Independent Advisors: The Committee is authorized, without further action by the Board, to meet with independent consultants, university researchers, technology companies, and with members of management in discharging its responsibilities. The Committee shall also have authority to obtain advice and assistance from external legal or other advisors, without consulting or obtaining the approval of the full Board. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
5. Periodic Self-Evaluation: At least annually, the Committee shall evaluate its own performance.
6. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.