

# PSIVIDA CORP.

## SCIENCE COMMITTEE CHARTER

### I. Purpose

The purpose of the Science Committee (the “Committee”) of pSivida Corp. (the “Company”) is to assist the Board of Directors (the “Board”) in ensuring that the research and development (“R&D”) organization is optimized to support the strategic goals of the Company and to provide recommendations to the Board on key strategic and tactical issues relating to the Company’s R&D activities. To accomplish this purpose, the Committee reviews and monitors the science, processes, procedures and infrastructure underlying the Company’s major discovery and development programs.

The Committee serves a board-level oversight role in which it provides advice, counsel and direction to management on the basis of the information it receives, discussions with management and the experience of the Committee members.

### II. Composition

The Committee shall comprise no less than three (3) non-employee directors, as determined from time to time by resolution of the Board. The Chair of the Committee (the “Chair”) shall be designated by the Board. The Committee shall also include as ex-officio members (i) a member(s) of the Company’s R&D organization and (ii) other members of executive management of the Company as is deemed appropriate.

The members of the Committee will be appointed by and serve at the discretion of the Board based on recommendations from the Governance and Nominating Committee of the Board, which shall receive recommendations from the Chair of the Board. If a member of the Committee ceases to be a member of the Board, such individual’s appointment to the Committee shall immediately be terminated. Any vacancy on the Committee shall be filled by the Board. No member of the Committee shall be removed except by the Board. The Board may remove any member from the Committee at any time with or without cause.

### III. Meetings and Procedures

The Committee shall meet as often as it determines is necessary to carry out its responsibilities but, in no event, shall it hold fewer than two (2) meetings each year, either in person or telephonically. A majority of the members of the Committee present in person or by means of a conference telephone shall constitute a quorum. Formal action to be taken by the Committee shall be by unanimous written consent or by the affirmative vote of at least a majority of the members of the Committee present (in person or by telephone conference call) during a meeting at which a quorum is present, unless the concurrence of a greater proportion is required for such action by the Company’s bylaws or any other applicable policy or procedure approved by the Board.

The Chair shall be responsible for calling the meetings, establishing the agenda and supervising the conduct thereof.

The Committee shall maintain written minutes or other records of its meetings and activities. Minutes of each meeting of the Committee shall be distributed to each member of the Committee. The Secretary of the Company shall retain the original signed minutes for filing with the corporate records of the Company.

The Chair of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chair of the Board.

#### **IV. Responsibilities and Authority**

Within the scope of the role of the Committee described above, the Committee is charged by the Board with the responsibility to:

- Review the science and clinical and regulatory strategy underlying the major R&D programs, including publication strategies;
- Review significant medical affairs strategies and initiatives of the Company;
- Review the annual R&D budget and allocation of resources to discovery and development programs;
- Review the capacity and skill set of the R&D organization;
- Review the implications for the R&D organization of significant business development transactions, including mergers, acquisitions, licensing and collaborative agreements;
- Review the progress toward achievement of key R&D milestones; and
- Review the interactions of the R&D organization with health care providers and regulatory bodies, especially as to the reporting of adverse events and/or unexpected negative data observed in the preclinical and clinical studies conducted by the Company

The Committee shall also have the authority to retain, as necessary, the services of one or more advisors, consultants or attorneys, which may be the Company's in-house or outside counsel, to assist the Committee in discharging its responsibilities under this Charter. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

#### **V. Subcommittees**

Subject to applicable law and stock exchange rules, the Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion. Subject to applicable law and stock exchange rules, the Chair may represent the entire Committee, as a subcommittee, with respect to functions of the Committee undertaken

between meetings. Any actions of a subcommittee shall be presented to the full Committee at its next scheduled meeting.

## **VI. Disclosure of Charter**

This Charter shall be made available on the Company's website at <http://www.psivida.com> and to any stockholder who otherwise requests a copy.

As amended and restated September 7, 2017