

SESEN BIO, INC.

SCIENCE COMMITTEE CHARTER

A. Purpose

The purpose of the Science Committee of the Board of Directors (the “Board”) of Sesen Bio, Inc. (the “Company”) is to assist the Board’s oversight of the strategic direction of the Company’s research and development (“R&D”) activities by providing advice, counsel and direction to management on the basis of the information it receives, discussions with management and the experience of the Science Committee members.

B. Structure and Membership

1. Number. The Science 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 Science Committee, the Science Committee shall elect a Chair by majority vote.
3. Compensation. The compensation of Science Committee members shall be as determined by the Board.
4. Selection and Removal. Members of the Science Committee shall be appointed by the Board based upon the recommendation of the Nominating and Corporate Governance Committee of the Board. The Board may remove any member of the Science Committee at any time with or without cause.

C. Authority and Responsibilities

The Science Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment. In the discharge of its responsibilities, the Science Committee shall:

1. Strategy. Review and advise on the overall strategy, direction and effectiveness of the Company’s R&D initiatives, programs and related investments, and on the Company’s progress in achieving its long-term strategic R&D goals and objectives, including preclinical studies and clinical trial design.
2. Risk Management. Review and advise on opportunities and risks associated with the Company’s R&D initiatives, programs and related investments.
3. Medical Affairs. Review and advise on significant medical affairs strategies and initiatives of the Company.

4. Technology Trends and Innovation. Review and advise on trends and innovation in research and development to enhance the Company's R&D capabilities.
5. Additional Duties. The Science Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Science Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Science Committee may also act by unanimous written consent in lieu of a meeting. The Science Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Science 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.
3. Reports to the Board. The Science Committee shall report regularly to the Board.
4. Charter. The Science 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 Science Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Science Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Science Committee.
6. Investigations. The Science Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company.
7. Self-Evaluation. Periodically, the Science Committee shall evaluate its own performance.