

SPRING BANK PHARMACEUTICALS, INC.
SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

A. Purpose

The purpose of the Science and Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of Spring Bank Pharmaceuticals, Inc. (the “Company”) is to assist the Board’s oversight of the Company’s research and development activities.

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 the Committee members shall be as determined by the Board; provided, however, that any Committee member that is also an employee of the Company shall not be entitled to any compensation for service on the Committee.

4. *Selection and Removal.* Members of the Committee shall be appointed by the Board. In addition to the members appointed by the Board, the Chief Scientific Officer of the Company shall serve as an ex-officio, non-voting member of the Committee. The Board may remove members of the Committee with or without cause. A member of the Committee shall be automatically removed if the member is no longer a director of the Company, or in the case of the ex-officio member, the Chief Scientific Officer of the Company.

C. Authority and Responsibilities

General

The 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.

Science and Technology Matters

In the discharge of its responsibilities, the Committee shall:

1. 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 development programs.

2. Review, evaluate and advise managing regarding the allocation, deployment,

utilization of, and investment in the Company's scientific assets.

3. Monitor and evaluate trends in research and development, and recommend to the Board and management emerging technologies for building the company's technological strength.

4. Review and consider management's decisions regarding the allocation, deployment, utilization of, and investment in the Company's scientific assets.

5. Recommend approaches to acquiring and maintaining technology positions (including but not limited to contracts, grants, collaborative efforts, alliances, and capital); advise the Board and management on the scientific aspects of business development transactions.

6. Regularly review the Company's research and development pipeline.

7. Assist the Board with its oversight responsibility for enterprise risk management in areas affecting the Company's research and development.

8. 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 persons as the Committee deems appropriate. The Committee may also act by unanimous written consent in lieu of a meeting. 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.

2. *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.

3. *Reports to Board.* The Committee shall report regularly to the Board.

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.* The Committee may from time to time request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

7. *Self-Evaluation.* The Committee shall periodically evaluate its own performance.