



ASTRIA THERAPEUTICS, 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 Astria Therapeutics, Inc. (the “Company”) is to assist the Board’s oversight of the strategic direction 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 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 the 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. Science and Technology 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 direction of the Company’s research and development programs.
 - b. Monitor and evaluate trends in research and development, and recommend to the Board and management emerging technologies for building the Company’s technological strength.

- c. Recommend approaches to acquiring and maintaining technology positions (including but not limited to contracts, grants, collaborative efforts, and alliances).
- d. Regularly review the Company's research and development pipeline.
- e. Assist the Board with its oversight responsibility for enterprise risk management in areas affecting the Company's research and development.
- f. 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.
2. Minutes; Reports to the Board. The Committee shall keep minutes of its meetings in a form that it shall deem appropriate and report the same to the Board.
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 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 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.
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. Periodic Self-Evaluation. The Committee shall periodically evaluate its own performance.
