

CLEARSIDE BIOMEDICAL, INC.

SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

I. Purpose

The purpose of the Science and Technology Committee (the “Committee”) is to assist the Board’s oversight of the Company’s research and development (“R&D”) programs, strategy and opportunities and to provide additional guidance and expertise to management, including internal scientific and medical experts, regarding scientific and technology matters.

II. Composition

The Committee shall consist of such number of members of the Board with relevant scientific background and experience as the Board may determine from time to time. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson or co-chairpersons shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson or co-chairpersons by vote of a majority of the full Committee. Committee members may be removed from the Committee, with or without cause, by the Board.

III. Meetings, Procedures and Authority

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of the Company’s Certificate of Incorporation and Bylaws.

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.

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.

IV. Duties and Responsibilities

1. *Scientific and Technology Matters.* The Committee shall have the following responsibilities:

- Provide strategic and regulatory advice and guidance to the Company regarding current and planned R&D programs.
- Provide strategic and regulatory advice and guidance to the Company regarding advancement of R&D programs through defined stages.

- Provide strategic and regulatory advice and guidance to the Company regarding emerging science and technology issues and trends.
- Be available as a resource for management of the Company to consult with regarding all R&D, scientific and regulatory matters as reasonably requested.
- Advise the Board regarding the scientific merit of technology or products involved in licensing, acquisition and partnering opportunities and other strategic R&D decisions that require Board approval.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee and the Company's bylaws.

2. *Reporting to the Board.* The Committee, through the Chairperson(s), shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

3. *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of the performance of the Committee.

4. *Review of this Charter.* The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.