

# **AMENDED AND RESTATED CHARTER OF THE SCIENTIFIC ADVISORY COMMITTEE**

## **PURPOSE AND POLICY**

The purpose of the Scientific Advisory Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Protara Therapeutics, Inc. (the “*Company*”) is to assist the Board in fulfilling the Board’s responsibilities in overseeing the Company’s research and development activities, with a specific emphasis regarding Non-muscle Invasive Bladder Cancer (NMIBC) and other potential oncology indications, and to advise the Board with respect to strategic and tactical scientific issues.

In support of this purpose, the objectives of the Committee are as follows:

- To advise the Board regarding endorsement to current and planned research and development programs, validating timelines, budget and key milestones;
- To advise the Board about the progress on the approved research and development activities;
- To advise the Board regarding the scientific merit of compounds for licensing and acquisition opportunities;
- To provide strategic advice regarding emerging science, therapeutic trends and foreseeable opportunities; and
- To provide advice to the Company’s scientific team on aspects of the programs as requested.

## **COMPOSITION**

The Committee shall consist of at least two members of the Board. No Committee member shall be an employee of the Company and at least one member of the Committee shall be an independent director as determined by the Board, in accordance with the applicable independence requirements of The Nasdaq Stock Market (“*Nasdaq*”), when and as required by Nasdaq. Each member of the Committee shall have sufficient scientific and/or medical expertise to review and evaluate appropriately the Company’s clinical programs and research and development programs. 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 shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee.

## **MEETINGS AND MINUTES**

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. As a general manner, the Chairperson shall endeavor to provide at least two weeks’ notice for regular meetings of the Committee; provided that such timing may be shortened in the case of urgent matters. The presence in person or by telephone/virtual conference of a majority of

the Committee's members shall constitute a quorum for any meeting of the Committee. All actions of the Committee will require (i) the vote of a majority of the members present at a meeting of the Committee at which a quorum is present, or (ii) a unanimous written consent of the members of the Committee then serving. Minutes of each meeting will be kept and all such minutes and actions by unanimous written consent will be distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chair of the Committee shall report to the Board from time to time or whenever so requested by the Board.

#### **AUTHORITY**

The Committee shall have authority to retain and determine compensation for, at the expense of the Company, external scientific or other advisors or consultants as it deems necessary or appropriate in the performance of its duties; provided that any such compensation shall comply with applicable laws and regulations. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties.

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants (including the Company's auditors) or investment bankers, or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special outside legal, accounting or other advisors or consultants. The approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

#### **RESPONSIBILITIES**

To implement the Committee's purpose and policies, the Committee shall be charged with the following duties and responsibilities, with the understanding, however, that the Committee may supplement and, except as otherwise required by applicable law, deviate from these activities as appropriate under the circumstances:

- 1.** The Committee shall review, evaluate and report to the Board regarding strategy, plans and goals, as well as progress and performance, of the Company's clinical programs and research and development activities.

- 2.** The Committee shall from time to time meet with the Company's research and development team to evaluate the plans, goals and performance of the Company's clinical programs and research and development projects, and make recommendations to the Board as appropriate in the opinion of the Committee to fulfill the goals of such clinical programs and research and development projects.

- 3.** The Committee shall review and evaluate the infrastructure and resources made available by the Company for its clinical programs and research and development projects, and make recommendations as appropriate if the infrastructure and/or resources are insufficient, in the

opinion of the Committee, to accomplish the Company's clinical development programs and research and development projects.

**4.** The Committee shall identify and discuss significant emerging regulatory, research and scientific issues and trends and competitive activity, including their potential impacts on any Company programs, plans, or policies relating to its clinical programs and research and development activities.

**5.** The Committee shall, not less frequently than annually, evaluate the performance of the Committee, including a review of the Committee's compliance with this Charter, and review and reassess this Charter and submit any recommended changes to the Board for its consideration and approval.

**6.** The Committee shall perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

Revised effective \_\_\_\_\_, 2020