



Science and Technology Committee Charter

1. Purpose and Policy

The purpose of the Science and Technology Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Vaxart, Inc. (the “*Company*”) is to review and provide advice for the Company’s research and development (“*R&D*”) programs on behalf of the Board, including (i) to assist the Board in its oversight of the Company’s R&D programs, (ii) to assist in discussing significant emerging trends and issues in science and technology and consider the potential impact of such on the Company’s R&D programs, and (iii) to provide advice to the Company’s management and to the Board in connection with the prioritization, allocation, deployment, utilization, and investment of resources in the Company’s R&D programs.

The policy of the Committee, in discharging these obligations, shall be to maintain and foster open communications among the Board, the Committee and the Company’s R&D management team pertaining to the Company’s R&D programs and initiatives.

2. Composition

The Committee shall consist of at least two members of the Board. The members of the Committee and the Committee Chairperson shall be appointed by the Board on the recommendation of the Board’s Nominating and Governance Committee. Any member of the Committee may be removed from the Committee, with or without cause, by a resolution of the Board. The Committee Chairperson (or in his or her absence, a Committee member designated by the Chairperson) shall preside at all meetings of the Committee.

3. Compensation

The compensation of the Committee members shall be as determined by the Board.

4. Meetings and Minutes

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting. The Chairperson of the Committee shall report to the Board from time to time, or whenever so requested by the Board. As necessary, the Chairperson may request members of management be present at meetings of the Committee.

5. Authority

The Committee shall have authority to retain and determine compensation for, at the expense of the Company, special industry, technical, legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. 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 industry, technical, 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. The Committee may delegate its functions to any subcommittee comprised of one or more directors or executive officers to the extent not prohibited by applicable law.

6. Operating Principles and Processes

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes: (i) regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent industry, technical and professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee's knowledge of the Company's R&D programs, and industry trends; and (ii) participating in the review of industry trends that could potentially impact the Company will enhance the effectiveness of the Committee.

7. 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 or rules, deviate from these activities as appropriate under the circumstances:

- a. ***Review R&D Programs from Scientific Perspective.*** Periodically review the Company's current and planned R&D and associated business development programs and initiatives and provide feedback to the Company's management on such programs and initiatives from a scientific perspective.
- b. ***Strategic Recommendations to Board.*** From time to time, (i) report to and advise the Board regarding the quality, direction and competitiveness of Company's R&D programs and initiatives, (ii) provide strategic recommendations to the Board on such R&D and associated business development programs and initiatives, taking into account such factors as the Committee deems appropriate, including, without limitation, key success factors for the Company's product development investments and the views of investors and other external stakeholders, (iii) review and make recommendations to the Board on the Company's internal and external investments in science and technology pertaining to R&D, and (iv) review, evaluate and advise the Board regarding the Company's progress in achieving its long-term strategic R&D goals and objectives.
- c. ***Strategic Counsel to R&D Organization.*** From time to time, provide strategic advice and counsel to the Company's R&D organizations and personnel.
- d. ***Recommend Experts.*** Assist Company's management, as requested, in identifying world-class experts to provide strategic technical advice regarding the Company's R&D programs and initiatives.
- e. ***Oversight of R&D Organization and Personnel.*** Provide feedback to the Board on the Company's R&D organizations and personnel, and make regular reports to the Board, as appropriate.

- f. **Risk Management.** Assist the Board with its oversight responsibility for risk management in areas affecting the Company's R&D activities.
- g. **Review Trends.** Evaluate with the Board and management team new and emerging trends in health care, pharmaceutical science, and technology to assist Company's management in making well-informed choices in the investment of the Company's R&D resources.
- h. **Annual Evaluation and Charter Review.** The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for its consideration and approval.

Adopted by the Board of Directors of Vaxart, Inc. on March [●], 2022.