

MEIRAGTx HOLDINGS PLC

SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

A. PURPOSE

The purpose of the Science and Technology Committee of the Board of Directors (the “*Board*”) of MeiraGTx Holdings plc (the “*Company*”) is to:

- review and advise the Board on the Company’s strategic direction and investment in research and development and technology;
- review matters relating to scientific capabilities and programs; and
- identify and discuss significant emerging trends and issues in science and technology and consider the potential impact of such matters on the Company.

B. STRUCTURE AND MEMBERSHIP

1. Number. The Science and Technology Committee shall consist of such number of directors as the Board shall from time to time determine. At least one member of the Science and Technology Committee shall, in the judgment of the Board, have scientific research expertise.

2. Chair. Unless the Board elects a Chair of the Science and Technology Committee, the Committee shall elect a Chair by majority vote.

3. Compensation. The compensation of Science and Technology Committee members shall be as determined by the Board.

4. Selection and Removal. Members of the Science and Technology Committee shall be appointed by the Board. The Board may remove members of the Science and Technology Committee from such Committee, with or without cause.

5. Rules and Procedures. The Science and Technology Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s memorandum and articles of association that are applicable to the Science and Technology Committee.

C. AUTHORITY AND RESPONSIBILITIES

1. General.

The Science and Technology 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.

2. Science and Technology Matters. In the discharge of its responsibilities, the Science and Technology Committee shall:

(a) 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.

(b) Review and make recommendations to the Board on the Company's internal and external investments in science and technology (including but not limited to potential acquisitions, contracts, grants, collaborative efforts, alliances and capital).

(c) Review the Company's attainment of key research and development milestones.

(d) Regularly review the Company's research and development pipeline.

(e) Identify and discuss new and emerging trends in pharmaceutical science, technology and regulation.

3. Additional Duties.

In addition to the duties and responsibilities expressly delegated to the Science and Technology Committee in this Charter, the Science and Technology Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Science and Technology Committee, the Company's memorandum and articles of association and applicable Nasdaq rules.

D. PROCEDURES AND ADMINISTRATION

1. Meetings. The Science and Technology Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Science and Technology Committee may also act by unanimous written consent in lieu of a meeting. The Science and Technology Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Science and Technology 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 the Board. The Science and Technology Committee shall report regularly to the Board.

4. Charter. The Science and Technology 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 Science and Technology 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 Science and Technology Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Science and Technology Committee.

6. Investigations. The Science and Technology Committee shall have the authority to

conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Science and Technology Committee or any advisors engaged by the Science and Technology Committee.

7. Self-Evaluation. The Science and Technology Committee shall periodically evaluate its own performance.

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