

Evelo Biosciences, Inc.

Science and Technology Committee Charter

A. Purpose

The Science and Technology Committee (“*Committee*”) is appointed by and acts on behalf of the Board of Directors (“*Board*”) of Evelo Biosciences, Inc. (the “*Company*”). The Committee is responsible for periodically reviewing and advising the Board on the Company’s strategic direction and investment in research and development and technology, both internally and externally. The Committee is at the same time a resource to the management team of the Company to provide advice, solve problems, make key external introductions and the like.

The Committee is also responsible for conferring with the Chief Scientific Officer, the Chief Medical Officer and the Head of Technical Operations of the Company on significant emerging trends and issues in science, technology and clinical development and considering the potential impact of such on the Company. The Committee shall have the resources appropriate to discharge its responsibilities, including the ability to obtain advice and assistance from consultants and unrestricted access to individual members of the management team of the Company.

B. Structure and Membership

1. Number. The Committee shall consist of at least two members of the Board.
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 determined by the Board.
4. Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee from such committee, with or without cause.

C. Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. A majority of the Committee members shall be present to constitute a quorum for the transaction of the Committee’s business. The Committee also may act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.

D. Authority and Responsibilities

1. The 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. The Committee shall
 - a. Upon a request by the Chief Executive Officer, Chief Scientific Officer, Chief Medical Officer or Head of Technical Operations of the Company, discuss scientific, technical and clinical development challenges that the Company may be facing. This may happen either in a meeting of the Committee or with members of the Committee at any time.

- b. Review and evaluate the quality, direction and competitiveness of the Company's research & development programs and advise the Board accordingly.
- c. Review and evaluate the Company's progress in achieving its long-term strategic research & development goals and objectives, and advise the Board accordingly.
- d. Review the discovery and development pipeline at least twice per year (including once prior to the Board strategy offsite meeting).
- e. Provide assistance to the Compensation Committee of the Board in setting any pipeline performance goals under the Company's incentive compensation programs.
- f. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's Bylaws, and applicable laws and regulations, as the Committee or the Board deems necessary or appropriate.

E. Procedures and Administration

1. Subcommittees. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member).
2. Reports to Board. The Committee shall report regularly to the Board.
3. Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
4. Investigations. The 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 Committee or any advisors engaged by the Committee.
5. Self-Evaluation. The Committee shall periodically evaluate its own performance.

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