IVERIC BIO, INC.

RESEARCH AND DEVELOPMENT COMMITTEE CHARTER

A. Purpose

The purpose of the Research and Development Committee (the "R&D Committee") of the Board of Directors (the "Board") of IVERIC bio, Inc. (the "Company") is to assist the Board's oversight of the Company's research and development activities. The R&D Committee shall be responsible for:

- reviewing and evaluating the design of the Company's clinical trials;
- tracking and evaluating the progress of all ongoing clinical trials;
- tracking the Company's ongoing relationships with any regulatory agency governing the clinical trials, including without limitation, the U.S. Food and Drug Administration (the "FDA"); and
- working in conjunction with the Company's management-level Disclosure Committee and the Audit Committee to facilitate the Board's oversight of disclosure controls with respect to the Company's public disclosures regarding the status of any clinical trials undertaken by the Company, as well as communications with any regulatory agency governing the clinical trials, including without limitation, the FDA.

B. Structure and Membership

1. Number. The R&D Committee shall consist of such number of directors as the Board shall from time to time determine.

2. Chair. Unless the Board elects a Chair of the R&D Committee, the R&D Committee shall elect a Chair by majority vote.

3. Compensation. The compensation of R&D Committee members shall be as determined by the Board.

4. Selection and Removal. Members of the R&D Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the R&D Committee from such committee, with or without cause.

C. Authority and Responsibilities

1. General. The R&D Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

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

   a. From a scientific and technical perspective, 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; regularly review the Company's research and development pipeline.

   b. Identify and discuss new and emerging trends in health care, pharmaceutical science, technology, manufacturing and regulation to assist the Company in making well-informed choices in the investment of its research and development resources.

   c. Recommend to the Board and management emerging technologies for potentially building the Company's technological assets and capabilities.

   d. Advise the Board and management on the scientific aspects of business development transactions submitted to the Board for approval.

   e. As requested, assist management in identifying world-class experts, including potential members for the Company's scientific advisory boards, to provide strategic scientific and clinical advice regarding the Company's programs. In coordination with the Company's management, engage with the Company's scientific advisory boards and other advisors.

   f. Serve as a sounding board for the Company's R&D organization on research and development matters.

   g. Assist the Board with its oversight responsibility for enterprise risk management in areas affecting the Company's research and development activities.

   h. Ensure that the Audit Committee and the Board are promptly made aware when any issues arising out of a clinical trial are considered material by the R&D Committee.

   i. Review such other topics as delegated to the R&D Committee from time to time by the Board.

D. Procedures and Administration

1. Meetings. The R&D Committee shall meet from time to time as it deems necessary in order to perform its responsibilities. Such meetings may be held telephonically or in person, as the R&D Committee deems appropriate. The R&D Committee may also act by unanimous written consent in lieu of a meeting.

2. Minutes. The R&D Committee shall keep minutes of its meetings in a form that it shall deem appropriate and report the same to the Board upon request.

3. Subcommittees. The R&D 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).

4. Reports to Board. The R&D Committee shall report at least annually to the Board with respect to its activities, conclusions, and recommendations for the past year and its agenda for the coming year.

5. Charter. The R&D 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.

6. Independent Advisors. The R&D Committee shall have the authority to engage such external advisors as it deems necessary or appropriate to carry out its responsibilities. The R&D Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the R&D Committee.

7. Company Participation. The R&D Committee may from time to time request any officer, employee or advisor of the Company to meet with the R&D Committee or any advisors engaged by the R&D Committee.

8. Periodic Self-Evaluation. The R&D Committee shall periodically evaluate its own performance.

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