



**CEREVEL THERAPEUTICS HOLDINGS, INC.**  
**BOARD OF DIRECTORS**  
**SCIENCE AND TECHNOLOGY COMMITTEE CHARTER**

(Adopted October 27, 2020)

**I. PURPOSE**

The purpose of the Science and Technology Committee (the "Committee") of the Board of Directors (the "Board") of Cerevel Therapeutics Holdings, Inc. (the "Company") is to assist the Board in providing oversight of the Company's strategy and investments relating to its research, development and technology initiatives ("R&D").

**II. COMMITTEE COMPOSITION**

The Committee shall consist of at least three directors appointed to the Committee by the Board of Directors in accordance with the terms of the Registration and Shareholder Rights Agreement, dated as of October 27, 2020, by and among the Company and certain of its stockholders (as amended, modified and/or supplemented from time to time, the "Registration and Shareholder Rights Agreement"), one of whom shall be appointed as Chairperson of the Committee. If the Chairperson is not so appointed, the members of the Committee may elect a Chairperson by majority vote. At least one member of the Committee shall, in the judgment of the Board, have scientific expertise relevant to the Company's research and development activities and at least one member shall, in the judgment of the Board, have significant business transactions experience.

**III. MEETINGS OF THE COMMITTEE**

The Committee shall hold such regularly scheduled and special meetings as circumstances dictate, at which minutes shall be kept. The Committee shall meet in executive session at least on an annual basis. The Committee shall report regularly regarding the Committee's activities and actions to the Board of Directors.

**IV. RESPONSIBILITIES AND POWERS OF THE COMMITTEE**

The Committee has the following duties and responsibilities:

(a) Review, evaluate and advise the Board of Directors and management, as appropriate, regarding the Company's scientific direction and progress in achieving its short-term and long-term strategic R&D goals and objectives.

(b) Review and make recommendations to the Board of Directors on the Company's internal and external investments and technology platforms for development.

(c) Review, evaluate and advise the Board of Directors regarding the quality, direction, strategy and competitiveness of the Company's R&D programs and pipeline, including any new potential therapeutic area opportunities.

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

(e) Review and report to the Board of Directors regarding the Company's compliance with the terms of its License Agreement with Pfizer Inc. and the development of assets related thereto.

(f) Periodically review and assess the adequacy of this charter and submit any changes to the Board of Directors for approval.

(g) Report to the Board of Directors on a regular basis.

(h) Perform any other activities consistent with the Company's certificate of incorporation, bylaws, related governing documents and applicable law as the Board of Directors or the Committee deems appropriate.

#### **V. ACTIONS OF THE COMMITTEE.**

In order to fulfill its role, the Committee shall be entitled to act in the following manner, to the fullest extent permitted under the Delaware General Corporation Law and in each case in accordance with the Company's certificate of incorporation, bylaws and Registration and Shareholder Rights Agreement:

(a) Any member of the Committee may call a meeting of the Committee by notice given and received (or waived) in accordance with the requirements applicable to meetings of the Board of Directors under the Company's bylaws.

(b) The presence of a majority of the members of the Committee will constitute a quorum for the transaction of business by the Committee, and, in every case in which a quorum is present, the affirmative vote of a majority of the members of the Committee present will be the act of the Committee.

(c) The Board of Directors may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee provided that such alternate members satisfy all applicable criteria for membership on the Committee. In the absence or upon the disqualification of a member of the Committee, and in the absence of a designation by the Board of Directors of an alternate member to replace the absent or disqualified member, the member or members present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any absent or disqualified member, provided that such other member satisfies all applicable criteria for membership on the Committee.

(d) No action of the Committee shall be void or deemed to be without authority solely because of a failure of any member to meet the qualification requirements set forth in this Charter.

(e) Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission.

(f) The Committee shall have the authority to delegate to subcommittees, comprised of one or more members of the Committee, any of the responsibilities of the full Committee and to officers of the Company such responsibilities of the full Committee as may be permitted by applicable laws, rules or regulations.

**VI. AUTHORITY AND RESOURCES OF THE COMMITTEE.**

The Committee has the authority, after consultation with the Chairman of the Board, as well as the Scientific Advisory Board ("SAB") or Clinical Advisory Board ("CAB") as appropriate, to appoint, retain or obtain the advice of consultants and other advisors, which includes the authority to approve such adviser's fees and other retention terms, to oversee the work of and to terminate such advisers, and the authority to pay from funds of the Company reasonable compensation to such advisers retained by the Committee. Such funding will be provided by the Company and determined by the Committee. The Committee members are encouraged to attend SAB and CAB meetings that include advisors and consultants to delineate the Company's R&D strategy as well as impending clinical development plans.

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Adopted October 27, 2020.