



**CHARTER OF  
THE R&D STEERING COMMITTEE  
OF  
ADVANCED ACCELERATOR APPLICATIONS**

As adopted September, 8<sup>th</sup> 2014

This Charter outlines the purpose, composition and responsibilities of the R&D Steering Committee (the “**Committee**”) of Advanced Accelerator Applications, a European Pharmaceutical group having its head office at Saint Genis Pouilly, 20 rue Rudolph Diesel, 01630, France (the “**Company**”).

### **I. PURPOSE**

The R&D Steering Committee is a subcommittee of the Board of Directors of AAA and reports to the Board. The Committee’s role is to provide strategic advice and make recommendations to the Board regarding the Company’s research and development strategies and opportunities.

### **II. COMPOSITION**

The Committee shall be composed of a minimum of two members (including a Chairperson) and a maximum of 4 members chosen among the Board of the Company. At least one of the members of the committee shall be an “independent director” as determined by the Board in accordance with NASDAQ listing standards. The members of the Committee shall be proposed by the management and the Chairperson shall be proposed by the committee. The nominees for membership as well as the chairperson will be approved by the Board.

A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board. The Committee shall have authority to delegate responsibilities listed herein to subcommittees of the Committee if the Committee determines such delegation would be in the best interest of the Company.

### **III. MEETING REQUIREMENTS**

The Committee shall meet as necessary to enable it to fulfill its responsibilities, but at least once each year.

The Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request. The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda,

presiding over Committee meetings, making Committee assignments and reporting on the Committee's activities to the Board.

#### **IV. COMMITTEE RESPONSIBILITIES**

In carrying out its responsibilities, the Committee's policies and procedures should remain flexible to enable the Committee to react to changes in circumstances. In addition to such other duties as the Board may from time to time assign, the Committee shall have the following responsibilities:

- A. Provide strategic advice and make recommendations to the management and the Board regarding current and planned research and development programs;
- B. Advise the Board regarding the scientific merit of technology or products involved in licensing and acquisition opportunities;
- C. Provide strategic advice to the Board regarding emerging science and technology issues and trends; and
- D. Report to the full Board with respect to significant matters covered at Committee meetings.

#### **V. ADVISORS TO THE COMMITTEE**

The Committee may retain, at the Company's expense, advisors as it deems necessary to carry out its duties. The Committee shall have sole authority to retain and terminate any such advisors, including the sole authority to negotiate and approve reasonable fees and retention terms of such advisors.

The Committee shall comply with the Company's then-current level review of contracts and budget reservation procedures.

#### **VI. DURATION**

The Committee mandate will have the same duration than the AAA board and will be renovated at any AAA board renewal.