LISATA THERAPEUTICS, INC.

SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

I. Purpose

The purpose of the Science and Technology Committee (the "Committee") of Lisata Therapeutics, Inc. (the "Company") is to assist the Board of Directors (the "Board") in ensuring that the research and development ("R&D") organization is optimized in terms of structure, focus and operations to support the strategic goals of the company and to provide recommendations to the Board on key strategic and tactical issues relating to the Company's R & D activities. To accomplish this purpose, the Committee reviews and monitors the science, processes and procedures, budget and infrastructure underlying the company's major discovery and development programs.

The Committee serves a board-level oversight role in which it provides advice, counsel and direction to management on the basis of the information it receives, discussions with management and the experience of the Committee members.

II. Composition

The Committee shall consist of no less than four (4) directors, one of which shall be the CEO and one of which shall act as chairman. Directors named to this Committee shall be among the most qualified (in terms of education and experience) to fulfill the mandates of this Charter and to review and offer relevant comment on the activities of the R&D organization of the Company. The Committee shall also include as ex-officio members the senior member of the Company's R&D organization and the head of Business Development who shall serve as Secretary and will be responsible for the preparation of the meeting agenda (in consultation with the head of R&D, the CEO and the Committee chairman and meeting minutes. Other members of the Company's management team and/or R&D organization may be invited systematically or periodically depending on agenda and Committee request.

III. Responsibilities and Authority

Within the scope of the role of the Committee described above, the Committee is charged by the Board with the responsibility to:

- Review the science and clinical and regulatory strategy underlying the major R&D programs, including publication strategies
  - Complete Gant charts for each of the clinical programs should be provided to the Committee for quarterly review, with critical path identified and changes from the previous meeting noted
  - Specific areas of risk, opportunity and potential problems should be identified to the Committee and reviewed quarterly
- Review medical affairs strategies and initiatives of the Company
- Review the annual R&D budget and the quarterly allocation of resources to discovery and development programs

- Review the capacity and skill set of the R&D organization, succession planning and organization structure

- Review the implications for the R&D organization of significant business development transactions, including mergers, acquisitions, licensing and collaborative agreements

- Review the progress toward achievement of key R&D milestones and suggest/endorse actions to address issues

- Review the interactions of the R&D organization with health care providers and regulatory bodies, especially as with regard to reporting of adverse events and/or unexpected negative data observed in the preclinical and clinical studies conducted by the Company

    - Significant correspondence with FDA, EMA and/or MHLW (PDMA) should be reviewed quarterly

- The Committee shall also have the authority to retain, as necessary, the services of one or more advisors, consultants or attorneys, which may be the Company's in-house or outside counsel, to assist the Committee in discharging its responsibilities under this Charter.

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Effective June 8, 2015, as amended on October 27, 2020, and as further amended on December 8, 2020.