

**CHARTER OF THE SCIENCE AND
TECHNOLOGY COMMITTEE
OF THE BOARD OF DIRECTORS OF
INSMED INCORPORATED**

As Approved: May 16, 2019

I. Organization and Composition

There shall be constituted a standing committee of the board of directors (the “*Board*”) of Insmmed Incorporated (the “*Company*”) known as the Science and Technology Committee (the “*Committee*”).

The Committee shall be comprised of two or more directors. At least two members of the Committee shall satisfy the independence requirements of The NASDAQ Stock Market LLC (“*Nasdaq*”) as then in effect, as determined by the Board. A majority of the members shall, in the judgment of the Board, have scientific expertise relevant to pharmaceutical research and development.

The members of the Committee shall be appointed by the Board and may be removed by the Board at any time, with or without cause. Each member of the Committee shall serve for one year or until his or her successor is duly appointed and qualified or until his or her earlier resignation, death, or removal by the Board. Unless a Chair of the Committee (the “*Committee Chair*”) is appointed by the Board, the members of the Committee shall designate a Committee Chair by majority vote of the full Committee membership. The Committee Chair (whether appointed by the Board or elected by the members of the Committee) may be removed at any time from the position of Committee Chair by the Board, with or without cause.

The duties and responsibilities of Committee members contained herein shall be in addition to those duties otherwise required for members of the Board.

II. Purpose and Objectives

The purposes of the Committee shall be to (1) assist the Board in its oversight of the Company’s preclinical research and development activities and decisions by reviewing current and planned research and development programs and providing feedback to the Company’s management and the Board on those programs, and (2) assist the Board in its oversight of the Company’s clinical development activities and decisions by reviewing current and planned clinical development programs and providing feedback to the Company’s management and the Board on those programs.

III. Duties and Responsibilities

The duties and responsibilities of the Committee shall include:

- Review with the Company the third-party competitive landscape related to the Company’s preclinical research and development, and clinical development activities;

- Review with the Company current and planned technology initiatives and provide feedback to the Board regarding such initiatives;
- Advise the Board on the scientific aspects of business development transactions;
- Monitor and identify significant new and emerging trends in science and technology, including research and development, and provide strategic advice to the Board regarding such issues and trends;
- Assist the Company in reviewing, as requested, the capabilities of the Company's current and prospective key scientific personnel and the depth and breadth of the Company's scientific resources; and
- Review such other topics as delegated to the Committee from time to time by the Board.

IV. Meetings and Action of the Committee

The Committee Chair will work with the Company to set the agenda for Committee meetings and will circulate reasonably in advance of each meeting an agenda of matters to be addressed at the meeting. The Committee Chair will preside over Committee meetings. If the Committee Chair is absent from a meeting, the members of the Committee may appoint any other member to preside.

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but at least twice per calendar year. Meetings may be held telephonically or by any other means which allows all of the members of the Committee to hear each other during the meeting.

Notice of meetings shall be given to all Committee members or may be waived, in either case, in the same manner as required for meetings of the Board. The Committee may invite to its meetings any director, member of management of the Company, or such other persons it deems appropriate in order to carry out its responsibilities. Conversely, the Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the members of the Committee shall constitute a quorum for the transaction of business at a meeting, and, except as otherwise provided in this Charter, the act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. In lieu of a meeting, the Committee may act by unanimous written consent.

The Committee shall maintain minutes of meetings and shall report to the Board, including any recommendations the Committee deems appropriate, following each meeting of the Committee, whether at the next regularly scheduled meeting of the Board or sooner, as circumstances may dictate.

V. Authority

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Committee shall have the authority, in its sole discretion, to retain, obtain the advice of, and terminate outside counsel, experts and other advisors as it determines appropriate to assist it in the full performance of its functions. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors.

The Committee shall have the authority to form subcommittees and delegate authority to subcommittees or other persons as and when appropriate, so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the Securities and Exchange Commission and Nasdaq.

VI. Consistency with Articles of Incorporation and Bylaws

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Articles of Incorporation or Bylaws of the Company, the Articles of Incorporation or Bylaws, as appropriate, shall control to the extent of such inconsistency.

VII. Additional Responsibilities and Authority

The Committee shall perform a periodic self-assessment of its performance and shall, annually, review and reassess the adequacy of this Charter and recommend to the Board any changes the Committee believes necessary or advisable. The Committee shall perform any other activities that are deemed by the Board to be necessary or advisable in light of the Committee's purpose and objectives or to carry out its duties and responsibilities.