

**INFINITY PHARMACEUTICALS, INC.**

**RESEARCH AND DEVELOPMENT COMMITTEE CHARTER**

**(Adopted February 28, 2008)**

**A. Purpose**

The purpose of the Research and Development Committee of the Board of Directors (the "Board") of Infinity Pharmaceuticals, Inc. (the "Company") is to:

- assist the Company in evaluating research and development ("R&D") issues and decisions; and
- provide the Board a detailed perspective on the Company's R&D efforts.

**B. Structure and Membership**

1. Number. The Research and Development 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 Research and Development Committee, the Research and Development Committee shall elect a Chair by majority vote.
3. Compensation. The compensation of Research and Development Committee members shall be as determined by the Board or a committee thereof.
4. Selection and Removal. Members of the Research and Development Committee shall be appointed by the Board. The Board may remove members of the Research and Development Committee from such Committee, with or without cause.

**C. Authority and Responsibilities**

The Research and Development Committee shall:

1. review the Company's current and planned R&D programs and initiatives (*e.g.*, new research programs, business development initiatives) from a scientific perspective, provide feedback to the Company's R&D management on those programs and initiatives, and from time to time provide observations and strategic recommendations to the Board;
2. serve as a sounding board for the Company's R&D organization on research and development matters;
3. as requested, assist management in identifying world-class experts to provide strategic scientific advice regarding the Company's programs;

4. identify and discuss with the Board significant emerging scientific issues and trends, as well as benchmark the Company's programs and R&D activities against its competitors;
5. periodically review the Company's patent strategy; and
6. strengthen the link between the Board and the Company's R&D organization.

Further, it is expected that the Chair of the Research and Development Committee shall attend and participate in R&D program reviews scheduled by management; attendance at those reviews by other members of the Research and Development Committee shall be encouraged, but shall not be required.

#### **D. Procedures and Administration**

1. Meetings. The Research and Development Committee shall meet approximately four (4) times per year and keep such records of its meetings as it deems appropriate.
2. Reports to the Board. The Research and Development Committee shall report regularly to the Board.
3. Charter. The Research and Development 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.
4. Annual Self-Evaluation. At least annually, the Research and Development Committee shall evaluate its own performance.