

ORGANOVO HOLDINGS, INC.

SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

This is the charter of the Science and Technology Committee (the "Committee") of the Board of Directors (the "Board") of Organovo Holdings, Inc. (the "Company"), which serves at the pleasure of the Board and is subject to its control.

Purpose

The Committee shall periodically examine management's direction and investment in the Company's research and development and technology initiatives. The Committee will function as a broadly knowledgeable and objective group of scientists and non-scientists to consider and report periodically to the Board on matters relating to the investment in the Company's research and development and technology initiatives.

The Committee's actions will generally be related to high-level policy and strategy in line with the Board's oversight responsibilities. It is not the duty of the Committee to plan or conduct any research and development and technology initiatives or evaluate, summarize or assess any data or results from such initiatives. These duties as well as the administration of the research and development function will remain the responsibility of management.

Membership

The Committee shall consist of two or more directors. At least one member of the Committee shall, in the judgment of the Board of Directors, have scientific research expertise. The Committee may engage external consultants, providing a broad range of expertise in both basic and clinical sciences, as well as technologies, and the Company shall be responsible for any such costs. The Committee members may appoint one member as the Chairperson of the Committee.

Regular committee meetings shall be attended by management representation as determined by the Committee, which shall in all cases include at least the Chief Executive Officer and the senior R&D executives of the Company. Each year, the Board of Directors shall revisit and determine the Committee membership at its meeting following the annual Stockholders meeting.

Meetings

The business of the Committee shall be conducted at its regular meetings, at special meetings or by unanimous written consent. The Committee shall meet at such times as it deems necessary or appropriate, but generally not less than twice each year. Special meetings may be called by any Committee member or by the Chairman of the Board. Adequate notice of the place, date, and time of each special meeting of the Committee shall be given in accordance with the Company's Bylaws.

At any meeting of the Committee, the greater of two members or a majority of the members of the Committee shall constitute a quorum.

The Committee will provide the full Board with a brief report of its meetings at either the first regularly scheduled Board meeting following the Committee's meeting or earlier by email communication.

Responsibilities

The Committee shall report to the Board at the next Board meeting following each Committee meeting. The Committee will conduct an annual evaluation of its effectiveness, to determine if the activities of the Committee are consistent with the guidelines in this Charter and whether they are aligned with the Company's strategic science and technology research and development goals and objectives.

In addition, the Committee will:

1. Review, evaluate and advise the Board regarding the long-term strategic goals and objectives and the quality and direction of the Company's research and development and technology initiatives.
2. Endeavor to identify and discuss significant emerging science and technology issues and trends.
3. Recommend approaches for acquiring and maintaining advantageous research and development and technology positions (including but not limited to contracts, grants, collaborative efforts, alliances and venture capital).
4. Regularly review the pipeline of research and development programs within the Company.
5. Review the budgetary requirements and resource allocation for research and development and technology programs and new initiatives.