

CHARTER OF THE RESEARCH AND DEVELOPMENT COMMITTEE
OF THE BOARD OF DIRECTORS OF
OTONOMY, INC.

(Adopted on April 13, 2022)

PURPOSE

The purpose of the Research and Development Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Otonomy, Inc. (the “**Company**”) is to advise the Board generally concerning the Company’s research, development, and clinical programs.

COMPOSITION

1. Membership and Appointment. The Committee shall consist of at least two members of the Board. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion.
2. Qualifications. Each member of the Committee shall have sufficient scientific, development and/or medical expertise to review and evaluate appropriately the Company’s research and development programs or meet other requirements as may be established by the Board from time to time.
3. Chairperson. The Board may designate a chairperson of the Committee. In the absence of that designation, the Committee may designate a chairperson by majority vote of the Committee members, provided that the Board may replace any chairperson designated by the Committee at any time..

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request.

1. Advisory Role. Periodically review, evaluate and report to the Board regarding the science, plans, progress and strategies of the Company’s research, development, and clinical programs and efforts.
2. Technology Transaction and Licensing Review. Advise the Board on the scientific and research and development aspects of technology-based transactions and licensing agreements that require Board approval.
3. Emerging Trends and Competitive Activity. Identify and discuss significant emerging scientific, clinical, regulatory or competitive activity, trends or issues, with a focus on their potential impact on the Company’s research and development programs or plans.
4. Limitation of Role. The Committee’s role is one of advisory to the Board. While the Committee has the responsibilities set forth in this Charter, it is not the duty of the Committee to manage, decide upon, implement, or change any portion of the Company’s research and development programs, plans, strategies or efforts. These are the responsibilities of management working under the oversight of the Board.
5. Committee Charter Review. The Committee shall review and reassess the adequacy of this Charter annually and shall submit any recommended changes to the Charter to the Board for approval.
6. Performance Review. The Committee shall review and assess the performance of the Committee on an annual basis.

MEETINGS AND PROCEDURES

1. Meetings.

- The Committee shall meet approximately twice per year or at such times during the year as necessary or appropriate to accomplish its duties and responsibilities. The chairperson of the Committee shall preside at each meeting. The chairperson will approve the agenda for the Committee's meetings and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Research and Development Committee members present.
- The Committee may invite to its meetings any director, officer or employee of the Company as it deems appropriate in order to carry out its responsibilities.

2. Reporting to the Board of Directors. The Committee shall report regularly to the Board regarding its activities and recommendations. The Committee shall not be obligated to prepare minutes or keep records or reports of its meetings.

3. Compensation. Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.