BY-LAWS
OF THE
RHODE ISLAND LIFE SCIENCE HUB

ARTICLE I
THE RHODE ISLAND LIFE SCIENCE HUB ACT OF 2023

1.1 The Act. The By-Laws, the powers of the RHODE ISLAND LIFE SCIENCE HUB (the "Hub") and of its Board of Directors, officers and agents, and all matters concerning the conduct and regulation of the business of the Hub shall be subject to such provisions in regard thereto as are set forth in "The Rhode Island Life Sciences Act of 2023" (Rhode Island General Laws §§ 23-99-1, et seq.), and as such Act may be amended from time to time (hereinafter, as such Act may be amended from time to time, the "Act").

1.2 Purpose. The purpose for which the Hub is organized is to undertake its duties and responsibilities as vested in the Hub under the General Laws of the State of Rhode Island (hereinafter, as such General Laws may be amended from time to time, the "General Laws"), including but not limited to the Act, and to conduct any other lawfully authorized business or activities.

ARTICLE II
OFFICES

2.1 Principal Office. The principal office of the Hub shall be in Providence, Rhode Island, or such other place in the State of Rhode Island as may be designated from time to time by the Board (as hereinafter defined), with the initial principal office being located at 315 Iron Horse Way, Suite 101, Providence, Rhode Island.

2.2 Other Offices. The Hub may also have offices at such other places both within and without the State of Rhode Island as the Board may from time to time determine or the business of the Hub may require.

ARTICLE III
BOARD OF DIRECTORS

3.1 Number. The property, business and affairs of the Hub shall be managed by a Board of Directors (the "Board" or the "Board of Directors"), composed of fifteen (15) members (the "Directors").

3.2 Appointments. The members of the Board of Directors shall be appointed and serve as provided in the Act, as follows:

3.2.1 Seven (7) members of the Board of Directors shall be appointed by the Governor, including:

3.2.1.1 one (1) of whom shall be a senior executive with extensive background in the banking, grant making, and fundraising fields;

3.2.1.2 one (1) of whom shall be a member of a life science trade association, or his or her designee;

3.2.1.3 one (1) of whom shall be the president or a senior executive of a Rhode Island based life science company, or his or her designee;

3.2.1.4 two (2) of whom shall be senior executives of Rhode Island based life science companies specializing in biomanufacturing, or his or her designees;

3.2.1.5 one (1) of whom shall be a representative of organized labor, or his or her designee; and

3.2.1.6 one (1) of whom shall be a member of the public who shall be a certified public accountant and a member of the Rhode Island Society of Certified Public Accountants.

3.2.2 One (1) of the members of the Board of Directors shall be the Secretary of Commerce;

3.2.3 One (1) of whom shall be the President of Rhode Island College, or his or her designee;

3.2.4 One (1) of whom shall be the President of the University of Rhode Island, or his or her designee;

3.2.5 One (1) of whom shall be the President of Brown University, or his or her designee;

3.2.6 One (1) of whom shall be the Dean of the Warren Alpert Medical School of Brown University, or his or her designee;

3.2.7 One (1) of whom shall be the President and Chief Executive Officer of the Lifespan Corporation, or his or her designee;

3.2.8 One (1) of whom shall be the President and Chief Executive Officer of Care New England Health System, or his or her designee; and

3.2.9 One (1) of whom shall be an ex officio director who shall also be the Director of Economic Development for the City of Providence, or his or her designee.

3.3 Appointment of Chairperson, Vice-Chairperson, Treasurer, and Secretary. The Chairperson of the Board shall be appointed by the Governor, with the advice and consent of the Senate. The Chairperson shall be an individual who served in the capacity as a senior executive with extensive background in the banking, grant making, and fundraising fields. The Vice-Chair of the Board shall be the Secretary of Commerce. In the event that the Chairperson of the Board position becomes vacant for any reason, or the Chairperson is not able to perform the duties of that position for any reason, the Vice-Chair shall serve as the interim Chairperson until the Chairperson is able to resume his or her duties. The Director of the Board who is a member of the public and who is a certified public accountant and a member of the Rhode Island Society of Certified Public Accountants shall serve as Treasurer. The Board shall annually elect the Secretary as provided in Section 6.2(e) below.

3.4 Term. Each Director or designee shall hold office for the term for which the Director is appointed, as set out in the Act, and until the Director's successor shall have been

appointed and qualified, or until the Director's earlier death, resignation or removal. Any person appointed to fill a vacancy in the office of an appointed Director of the Board shall be for the unexpired term of such Director. Any Director shall be eligible for reappointment.

3.5 Resignations. Any Director may resign the Director's office at any time, such resignation to be made in writing to the Chairperson and to take effect from the time of its receipt by the Hub, unless some other later time be fixed in the resignation, and then from that time. The acceptance of a resignation shall not be required to make it effective.

3.6 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the appointment of a Director for the unexpired portion of the term of office of the Director whose vacancy is to be filled, such appointment to be made in the manner in which the Director whose vacancy is to be filled was appointed or as otherwise provided in the Act. Any vacancy in the membership of the Board of Directors shall not impair the right of a quorum to exercise all of the rights and perform all of the duties of the Board.

3.7 Designees. Any of the Directors serving as provided in Section 3.2.3 through 3.2.9 may designate a person to serve on the Board of the Hub in their absence by providing the Chairperson with written notice thereof. Any Director who has appointed a designee to the Board may replace their designee at any time by providing the Chairperson with written notice, which notice shall identify the name of the replacement designee and the date on which the replacement designee will assume responsibilities.

3.8 Compensation. The Directors shall receive no compensation for the performance of their duties, but each Director may be reimbursed for his or her actual, reasonable, and necessary expenses incurred in carrying out those duties. A Director may engage in private employment, or in a profession or business.

3.9 Disclosures. Each Director shall make full disclosure, in accordance with §§ 36-14-1, et seq. of the General Laws, of any financial interest in any matter before the Board. Such

interest must be disclosed in advance to the Board, recorded in the minutes of the Board, and the Director having such an interest shall recuse themselves and shall not participate in any decision of the Board relating to such interest.

3.10 Powers. The business of the Hub shall be as set out in the Act, and as managed by the Directors who shall have and may exercise all the powers of the Hub.

ARTICLE IV
MEETINGS OF THE BOARD

4.1 Place of Meetings. All regular and special meetings of the Board shall be held at such place within or without the State of Rhode Island and at such time as shall be stated in the notice of such meeting.

4.2 Regular Meetings. The Board shall hold regular meetings at such times as the Directors shall, from time to time, determine, subject to Chapter 46 of Title 42 of the Rhode Island General Laws, as may be amended from time to time (the "Open Meetings Act").

4.3 Special Meetings. Special meetings of the Board for any purpose or purposes may be called by the Chairperson, Vice-Chairperson or the Executive Director. The Chairperson or Vice-Chairperson shall be required to call a special meeting upon the written request of two (2) members of the Board at a time not later than fourteen (14) days after receipt by the Chairperson or Vice-Chairperson of such request. Any such request shall state the purpose or purposes of the proposed special meeting. Special meetings of the Board shall be subject to the Open Meetings Act.

4.4 Notice of Meetings. At the beginning of each calendar year, the Secretary of the Hub shall give written notice of the scheduled regular meetings of the Board in compliance with the Open Meetings Act. Supplemental written notice of each meeting, whether regular or special, stating the place, day and hour of the meeting, and a copy of the agenda for such meeting, or in the absence of such agenda a written statement of the purpose or purposes of the meeting, shall be given in accordance with the requirements of the Open Meetings Act, and shall also be given by

email or by actual delivery of such notice to each member of the Board by or at the direction of the Chairperson, the Vice-Chairperson or the Secretary, sent or delivered to each member of the Board, not later than forty-eight (48) hours prior to the date of such meeting. If the Chairperson or Vice-Chairperson shall determine that the holding of a meeting is of an emergency nature, such notice may be given by email sent to each member, or by actual delivery of such notice to each member as soon as practicable.

4.5 Quorum. Eight (8) members of the Board present (either in person or via videoconferencing technology) and entitled to vote at any regular or special meeting of the Board shall constitute a quorum. Members of the Board are authorized to participate remotely using videoconferencing technology as provided in the Act. If a quorum is not present, the members of the Board then present and entitled to vote shall have the power to adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. Except as otherwise provided in the Act, at any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. If the adjournment is for more than seven (7) days, a notice of the adjourned meeting shall be given to each member of the Board. Except as otherwise provided in the Act, any action to be taken by the Hub may be authorized by resolution, approved by a majority of the members of the Board present and entitled to vote at any regular or special meeting at which a quorum is present.

4.6 Waivers of Notice. Whenever any notice is required to be given to a member of the Board under the provisions of these By-Laws, a waiver thereof in writing, signed by the member or members entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a member of the Board at a meeting shall constitute a waiver of notice of such meeting, except when the member attends the

meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.7 Agendas. Except as hereinafter specifically provided, the agenda for each meeting of the Board shall be prepared by the Executive Director and approved by the Chairperson or Vice-Chairperson. The Executive Director shall include in any such agenda any matter which the Board has previously voted to include thereon, and any item requested by a member of the Board, in writing, delivered to the Executive Director or the Chairperson, not less than seven (7) days prior to the date of any such meeting. With the consent of a majority of the members of the Board present and entitled to vote at a regular or special meeting at which a quorum is present, a matter not on the agenda may be considered at any regular or special meeting of the Board, subject to compliance with the Open Meetings Act.

4.8 Public Meetings. All meetings of the Board shall be subject to the Open Meetings Act as the same may be amended from time to time.

ARTICLE V
COMMITTEES

5.1 Appointment and Purpose. The Board may establish such committees as is necessary for the proper carrying out of its functions. Except where provided for in the Act, the Board shall determine the size and purpose of each such committee; provided that no committee may have more than seven (7) members of the Board as members. Members of each such committee and the Chairperson thereof shall be appointed by the Chairperson or Vice-Chairperson to serve until the next succeeding June 30 and thereafter until their respective successors are appointed. Any vacancy on a committee resulting from death, resignation or otherwise shall be filled by the Chairperson or Vice-Chairperson for the unexpired portion of the term. Minutes of the meetings of each committee shall be prepared and shall be filed promptly with the Secretary. Each committee shall report from time to time to the Board with respect to its actions.

5.2 Procedure. Except to the extent otherwise provided in the Act, these By-Laws or resolution, each committee may fix its own rules and procedures.

5.3 Quorum. At all meetings of any committee, a majority of the members of the committee shall constitute a quorum. The vote of a majority of the members present at a meeting of a committee at which a quorum is present shall be the act of the committee.

ARTICLE VI
OFFICERS

6.1. Number. The officers of the Hub shall be the Chairperson, the Vice-Chairperson, the President, the Secretary, the Treasurer, and such other officers as the Board may from time to time appoint or elect.

6.2 Appointment and Term.

(a) Chairperson. The Chairperson of the Hub shall be appointed by the Governor, with the advice and consent of the Senate, and shall be an individual who has served in the capacity as a senior executive with extensive background in the banking, grant making, and fundraising fields.

(b) Vice-Chairperson. The Vice-Chairperson of the Board shall be the Secretary of Commerce for the State of Rhode Island.

(c) President. The President shall be the Hub's Chief Executive Officer, and shall be appointed by the Board, with the advice and consent of the Senate.

(d) Treasurer. The Treasurer shall be a member of the Board of Directors who is a member of the public, a certified public accountant and a member of the Rhode Island Society of Certified Public Accountants.

(e) Secretary. The Secretary shall be a member of the Board of Directors who shall be annually elected by the members of the Board of Directors.

6.3 Authority and Duties.

(a) Chairperson. The Chairperson shall supervise the general affairs of the Hub. The Chairperson shall preside at meetings of the Board and shall exercise the powers and

perform the duties set forth in these By-Laws and such other duties as usually devolve upon the presiding officer of a deliberative body.

(b) Vice-Chairperson. In the absence, disability or failure to act of the Chairperson, the Vice-Chairperson shall exercise the powers and perform the duties of the Chairperson. The Vice-Chairperson shall perform such further duties as shall be from time to time assigned to him/her by the Chairperson.

(c) President. The President shall be the principal Executive Officer of the Hub and shall, subject to the supervision of the Board, supervise and conduct the operations of the Hub.

(d) Secretary. The Secretary shall attend all meetings of the Board and shall record all votes and the minutes of all proceedings in books provided for that purpose. He/She shall give, or cause to be given, notice of all special and regular meetings of the Board. He/She shall keep in safe custody the seal of the Hub. He/She shall have such powers and perform such duties as are incident to his/her office and shall have such other powers and perform such other duties as may be prescribed by these By-Laws or by the Board.

(e) Treasurer. Except as may be otherwise provided by law, by vote of the Board, by the terms of any indenture securing bonds issued by the Hub, or by these By-Laws, the Treasurer shall have the following duties and powers:

He/She shall have the custody of all moneys, funds, debts, securities, promissory notes, and other valuable papers belonging to or held in trust by the Hub which come into his/her hands, except as hereinafter provided, and shall keep full and accurate accounts of receipts and disbursements made by him/her on account of the Hub in books belonging to the Hub. He/She shall, on behalf of the Hub, endorse for collection all checks, notes, drafts, and other obligations and shall deposit the same and all such moneys as may, from time to time, come into his/her hands to the credit of the Hub in such bank or banks or depository or depositories as may be designated by the Board. He/She shall, at the discretion of the Board, give the Hub a bond in such sum and

with such surety or sureties as may be satisfactory to the Board for the faithful discharge of his/her duties and for the return to the Hub in case of his/her death, resignation, retirement, or removal from office, of all books, papers, moneys, and property of whatever kind in his/her possession or under his/her control belonging to the Hub. He/She shall make a report annually to the Board of the income and expenditures and of the condition of the treasury and funds of the Hub up to the end of the fiscal year. He/She shall perform all acts incident to the office of Treasurer and shall have such other powers and perform such duties as may be prescribed by these By-Laws or by the Board.

6.4 General Powers. Each officer shall have, subject to these By-Laws and to the Act, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to such officer's office, as such duties and powers as the Board shall, from time to time, designate.

6.5 Signing of Instruments. All checks, drafts, orders, notes and other obligations of the Hub for the payment of money, deeds, mortgages, leases, contracts, bonds and other corporate instruments may be signed by the Chairperson or by the Treasurer or by such other person or persons as may from time to time be designated by resolution of the Board of Directors of the Hub.

ARTICLE VII
INDEMNIFICATION

7.1 Scope of Indemnification. Pursuant and subject to the limitations of § 9-1-31.1 of the General Laws of the State of Rhode Island as amended, and as such section may be amended from time to time, any person who at any time serves or shall have served as a Director, or employee, or agent of the Hub, whether or not in office or employed by the Hub at the time, shall be indemnified and reimbursed against and for any and all claims and liabilities to which he/she may be or becomes subject by reason of such service and against and for any and all expenses necessarily incurred or amounts paid in connection with the defense or reasonable settlement of any legal administrative proceedings to which he/she is made a party by reason of such service, if

he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Hub. Such right of indemnification and reimbursement shall also extend to the personal representatives of any such person. Such rights shall not be deemed exclusive of any other rights to which any such Director, officer, employee or agent, or his/her personal representative may be entitled under any other agreement or vote of the Board or otherwise.

ARTICLE VIII
CONFLICTS OF INTEREST

All members, directors, officers, and employees shall comply with the requirements of the Rhode Island Code of Ethics prescribed in Chapter 14 of Title 36 of the General Laws as well as any Code of Ethics adopted by the Board of Directors.

ARTICLE IX
SEAL

The seal of the Hub shall be in the form of a circle with the words "Rhode Island Life Science Hub." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE X
AMENDMENT

These By-Laws may be altered, amended, or repealed to be replaced with new By-Laws at any regular or special meeting of the Board by the affirmative majority vote of the Board held at a duly constituted meeting; provided, that notice of the proposed alteration, amendment, or repeal shall have been contained in the notice of such meeting; and provided further, that the proposed alteration, amendment, or repeal shall not be inconsistent with any provision of the Act.

ARTICLE XI
FISCAL YEAR

The fiscal year of the Hub shall be from July 1 until June 30 unless otherwise, from time to time, determined by the Board.

Adopted February 27, 2024