

INCYTE CORPORATION
SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

Purpose

The purpose of the Science and Technology Committee of the Board of Directors is to assist the Board in the general oversight of the scientific and technical aspects of the Company's business.

Membership and Procedures

Membership and Appointment. The Committee shall consist of not fewer than two members of the Board, with the exact number being determined by the Board. The members of the Committee shall be appointed and replaced from time to time by the Board.

Evaluation. The Committee shall also periodically review and reassess the adequacy of this Charter and make any changes it deems necessary or appropriate.

Duties and Responsibilities

The following shall be the common recurring duties and responsibilities of the Committee. These duties and responsibilities are set forth below as a guide with the understanding that the Board and the Committee may alter or supplement them as appropriate.

1. Assist the Board in its general oversight of the Company's research and development programs and progress in achieving research and development goals and objectives.
2. Provide strategic advice to the Board and management regarding emerging science and technology issues and trends.
3. Review and assess the Company's approaches to acquiring and maintaining technology positions or otherwise investing in research and development programs.
4. Assist the Board with its oversight responsibility for enterprise risk management in areas affecting the Company's research and development activities.