

STRATEGY & TECHNOLOGY COMMITTEE CHARTER

Purpose. The Strategy & Technology Committee (the “**Committee**”) is established by the Board of Directors (the “**Board**”) of ImmuCell Corporation (the “**Company**”) to support and advise management and the Board on the development and evolution of the Company’s corporate strategy, as requested.

Topics shall include:

- Strategic transactions and business development opportunities, including partnerships, investments, acquisitions, and divestitures.
- Growth strategies related to domestic and international expansion and commercial execution.
- Technology strategy, particularly as it relates to manufacturing improvements and expansion, and creating and sustaining an innovation pipeline to drive long-term growth.
- Other strategic topics as shall be requested by management or the Board.

A more detailed listing of Committee responsibilities and duties appears on Schedule 1 hereto.

Composition. The Committee shall consist of at least three independent directors, each appointed by the Board, and three members of management. The Board shall designate one independent director as Committee Chair. Committee members may be removed or replaced by the Board at any time.

Meetings and Procedures. The Committee shall meet as frequently as circumstances require. The CEO shall set meeting agendas in consultation with the Chair. A majority of the Committee members shall constitute a quorum. The Committee may invite members of management, external advisors, or other individuals to attend meetings as appropriate. Minutes shall be kept for all meetings, and the Committee shall report regularly to the Board.

Authority. While the Committee provides advice and recommendations, it does not have decision-making authority. The Board retains full responsibility for approving the Company’s strategy, major transactions, and capital allocation decisions.

Schedule 1: Strategy & Technology Committee Responsibilities and Duties

A. Strategy

- Provide outside perspective on, and help evaluate external trends—including market conditions, competitive activity, regulatory changes, and technological developments—that may affect the Company’s strategy.
- Identify and evaluate commercial expansion and execution best practices, domestically and internationally, and advise management on related strategic choices.
- Identify and assess significant opportunities for corporate development, including mergers, acquisitions, joint ventures, partnerships, licensing arrangements, and divestitures.
- Review and discuss with management the Company’s strategic plan, including key assumptions, milestones, and risks, strategic options and alternatives.

B. Technology & Innovation

- Identify and evaluate emerging technologies relevant to animal health, biologics, immunotherapy, and colostrum processing including those that may enhance or disrupt the Company’s manufacturing capabilities and current or future product portfolio.
- Review the Company’s short-term and long-term manufacturing capacity expansion plans, and provide advice on technology decisions and investments, as requested.
- Review the Company’s innovation pipeline and assess the alignment of investments with strategic goals.
- Monitor the Company’s progress in expanding manufacturing capacity, developing new products, and protecting intellectual property.

C. Risk (Within Committee Scope)

- Identify and evaluate strategic and technology related risks, including competitive threats, supply chain vulnerabilities, regulatory risks, and technological obsolescence.
- Review management’s mitigation plans for such risks.
- Coordinate with the Audit Committee and other Board committees to ensure comprehensive risk oversight.

D. Committee Evaluation & Charter Review

- Conduct an annual self-evaluation of its performance.
- Review this Charter annually and recommend any proposed changes to the Board.