

Charter of the Research and Development Committee of the Board of Directors of Antigenics Inc. (the “Company”)

Purpose

The purpose of the Research and Development Committee (the “Committee”) shall be to provide advice, clarity, understanding and guidance to the Board of Directors on scientific and medical matters involving the Company’s discovery and development programs and projects, relationships with academic and other external research and development organizations, and acquisitions of new technology or products.

Committee Membership and Meetings

The Committee shall consist of two or more members of the Board of Directors. The Board of Directors, upon the recommendation of the Corporate Governance and Nominating Committee, shall appoint the members of the Committee. At least one member of the Committee shall, in the judgment of the Board of Directors, have relevant research and development expertise. Members of the Committee shall serve at the pleasure of the Board of Directors and for such term or terms as the Board of Directors may determine.

The Committee shall meet at such times as it determines to be necessary or appropriate and at such times requested by the Board of Directors and shall report at the next Board of Directors meeting following each such Committee meeting. The Committee may engage external consultants, as required, to provide supplemental expertise to facilitate their performance of their duties.

Responsibilities

The Committee shall assist the Board of Directors and management of the Company in evaluating the progress and performance of the Company’s research and development programs and projects. In particular, the Committee shall:

1. Review, monitor and report to the Board of Directors on the Company’s long term strategic research and development goals and the progress and direction of the Company’s research and development programs.
2. Review, identify and discuss significant emerging science and clinical trends, including their impact on the Company’s research and development programs.
3. Review with management annually the Company’s pipeline and product portfolio, and provide the Board with advice regarding setting pipeline and product portfolio strategy.
4. Provide advice to the Board of Directors concerning the strategic value to the Company of significant technology, products and intellectual property that in

- connection an acquisition of or business combination with another company, or a major transaction involving a substantial license or acquisition of assets products.
5. Review with management annually the Company's intellectual property portfolio, and advise the Board on strategic intellectual property issues.
 6. Annual review the performance of the Committee and assess this Charter.

The Committee shall undertake such additional activities within the scope of its primary functions as the Committee may from time to time determine.

[Adopted: December 7, 2006]