

UROVANT SCIENCES LTD.

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS**

PURPOSE AND POLICY

The primary purpose of the Audit Committee (the “*Committee*”) shall be to act on behalf of the Board of Directors (the “*Board*”) of UROVANT SCIENCES LTD. (the “*Company*”), in fulfilling the Board’s oversight responsibilities with respect to (i) the Company’s corporate accounting and financial reporting processes, (ii) the Company’s systems of internal control over financial reporting and audits of financial statements, (iii) the quality and integrity of the Company’s consolidated financial statements and reports, (iv) the qualifications, independence and performance of the registered public accounting firm or firms of certified public accountants engaged as the Company’s independent outside auditors for the purpose of preparing or issuing an audit report or performing audit services (the “*Auditors*”) and (v) the performance of the Company’s internal audit function and independent auditors and, if the Company does not yet have an internal audit function, the oversight of its design and implementation.

The operation of the Committee shall be subject to the amended and restated bye-laws of the Company as in effect (the “*Bye-laws*”) and applicable Bermuda law.

The policy of the Committee, in discharging these obligations, shall be to maintain and foster an open avenue of communication among the Committee, the Auditors, the Company’s financial management and, if applicable, the Company’s internal auditors.

COMMITTEE COMPOSITION

The Committee shall consist of at least three members of the Board. The members of the Committee shall satisfy the independence requirements of the Securities and Exchange Commission (“*SEC*”), and the independence and financial literacy requirements of The Nasdaq Stock Market (the “*Exchange*”) applicable to Committee members, as in effect from time to time, when and as required by the Exchange, and subject, in each case, to applicable transition provisions or exceptions. At least one member shall satisfy the applicable financial sophistication requirements of the SEC and the Exchange and any other requirements in effect from time to time, for accounting or related financial management expertise, when and as required by the SEC or the Exchange. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The chairperson of the Committee (the “*Chairperson*”) shall be appointed by the Board or, if it does not do so, the Committee members shall elect a Chairperson by vote of a majority of the full Committee.

MEETINGS AND MINUTES

The Committee shall meet at least quarterly and hold such special meetings as its members shall deem necessary or appropriate. The presence in person, or by such means as

permitted by the Bye-laws of the Company, of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee. All actions of the Committee will require (i) the vote of a majority of the members present at a meeting of the Committee at which a quorum is present or (ii) a unanimous written consent of the members of the Committee then serving.

Minutes of each meeting of the Committee, and each written consent, shall be prepared and distributed to each member of the Committee, the members of the Board and the Corporate Secretary of the Company after each meeting and shall be placed in the Company's minute book. The Chairperson (or in his or her absence, a member designated by the Chairperson) shall preside over all meetings of the Committee.

The Chairperson of the Committee shall report to the Board regarding the activities of the Committee from time to time, or whenever so requested by the Board.

AUTHORITY

The Committee shall be directly responsible for, subject to appointment of the Auditors by the shareholders of the Company and the determination, if any, by the shareholders of the Auditors' remuneration, the appointment, replacement, compensation of and, at the Company's expense, retention and oversight of the Auditors, as set forth in Section 10A(m)(2) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (the "*Exchange Act*"), and otherwise for the fulfillment of its responsibilities under this charter (this "*Charter*").

The Committee shall have authority to retain and determine compensation for, at the expense of the Company, special legal, accounting or other advisors or consultants (referred to as the "*advisors*") as it deems necessary or appropriate in the performance of its duties pursuant to this Charter. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties, unless prohibited by the Exchange listing rules or applicable law.

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants (including the Auditors) or investment bankers, or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its advisors.

The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

The Committee shall oversee the Company's financial reporting process on behalf of the Board, shall have direct responsibility for the appointment, compensation, retention and

oversight of the work of the Auditors and any other registered public accounting firm engaged for the purpose of performing other review or attest services for the Company. The Auditors and each such other registered public accounting firm shall report directly and be accountable to the Committee. The Committee's functions and procedures should remain flexible to address changing circumstances most effectively. To implement the Committee's purpose and policy, the Committee shall be charged with the following functions and processes with the understanding, however, that the Committee may supplement or (except as otherwise required by applicable laws or rules) deviate from these activities as appropriate under the circumstances (except as otherwise required by applicable laws or requirements of the Exchange, including the Exchange listing rules):

1. *Evaluation and Retention of Auditors.* To evaluate the performance of the Auditors, to assess their qualifications (including their internal quality-control procedures and any material issues raised by that firm's most recent internal quality-control review or any investigations by regulatory authorities) and to determine whether to retain, or to terminate, the engagement of the existing Auditors, or to appoint and engage a different independent registered public accounting firm, which retention shall be subject only to ratification by the Company's shareholders (if the Committee or the Board elects to submit such retention for ratification by the shareholders).

2. *Communication Prior to Engagement.* Prior to engagement of any prospective Auditors, to review a written disclosure by the prospective Auditors of all relationships between the prospective Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and to discuss with the prospective Auditors the potential effects of such relationships on the independence of the prospective Auditors, consistent with Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence (or any successor rule, "**Rule 3526**"), of the Public Company Accounting Oversight Board (United States) (the "**PCAOB**").

3. *Approval of Audit Engagements.* To determine and approve engagements of the Auditors, prior to commencement of such engagements, to perform all proposed audit, review and attest services, including the scope of and plans for the audit, the adequacy of staffing, the compensation to be paid, at the Company's expense, to the Auditors and the negotiation, on behalf of the Company, of the Auditors' engagement letters, which approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws and rules, including the delegation of preapproval authority to one or more Committee members so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

4. *Approval of Non-Audit Services.* To determine and approve engagements of the Auditors, prior to commencement of such engagements (unless in compliance with exceptions available under applicable laws and rules related to immaterial aggregate amounts of services), to perform any proposed permissible non-audit services, including the scope of the service and the compensation to be paid therefor, at the Company's expense, which approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws and rules, including the delegation of preapproval authority to one or more Committee

members so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

5. *Internal Control Report.* At least annually, to obtain and review a report by the Auditors describing that firm's internal quality-control procedures, any material issues raised by the firm's most recent internal quality-control review or peer review or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits performed by that firm, as well as any steps taken to address the issues raised.

6. *Audit Partner Rotation.* To monitor the rotation of the partners of the Auditors on the Company's audit engagement team as required by applicable laws and rules and to consider periodically and, if deemed appropriate, adopt a policy regarding rotation of auditing firms.

7. *Auditor Independence.* At least annually, consistent with Rule 3526, to (i) receive and review (a) written disclosures from the Auditors delineating all relationships between the Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and (b) a letter from the Auditors affirming their independence, (ii) consider and discuss with the Auditors any potential effects of any such relationships on the independence of the Auditors as well as any compensation or services that could affect the Auditors' objectivity and independence, and (iii) to assess and otherwise take appropriate action to oversee the independence of the Auditors.

8. *Former Employees of Auditors.* To consider and, if deemed appropriate, adopt policies regarding Committee preapproval of employment by the Company of individuals employed or formerly employed by the Auditors and engaged on the Company's account.

9. *Auditor Communications.* At least annually, to discuss with the Auditors the matters required to be discussed by Auditing Standard No. 1301, Communications with Audit Committees, as amended, as adopted by the PCAOB (including any successor rule adopted by the PCAOB).

10. *National Office Communications.* To review and discuss with the Auditors, as appropriate, communications between the Auditors involved in the audit of the Company's consolidated financial statements and the Auditors' national office with respect to accounting or auditing issues presented by the engagement.

11. *Engagement of Other Registered Public Accounting Firms.* To determine and approve engagements of any registered public accounting firm (in addition to the Auditors) prior to commencement of such engagements, to perform any other review or attest service, including the compensation to be paid at the Company's expense to such firm and the negotiation and execution, on behalf of the Company, of such firm's engagement letter, which approval may be pursuant to preapproval policies and procedures, including the delegation of preapproval authority to one or more Committee members, so long as any such preapproval decisions are made, and presented to the full Committee, in accordance with such policies and procedures.

12. *Audited Financial Statement Review.* To review, upon completion of the audit, the financial statements proposed to be included in the Company’s Annual Report on Form 10-K to be filed with the SEC and to recommend to the Board whether or not such financial statements should be so included.

13. *Annual Audit Results.* To review with management and the Auditors, (i) the results of the annual audit, including the Auditors’ assessment of the quality of the Company’s accounting principles and practices, (ii) the Auditors’ views about qualitative aspects of the Company’s significant accounting practices, (iii) the reasonableness of significant judgments and estimates (including material changes in estimates and analyses of the effects of alternative GAAP methods on the financial statements), (iv) all misstatements identified during the audit (other than those the Auditors believe to be trivial), (v) the adequacy of the disclosures in the financial statements, and (vi) any other matters required to be communicated to the Committee by the Auditors under the standards of the PCAOB.

14. *Quarterly Results.* To review and discuss with management and the Auditors, as appropriate, the results of the Auditors’ review of the Company’s quarterly consolidated financial statements, prior to public disclosure of quarterly financial information, if practicable, or filing with the SEC of the Company’s Quarterly Report on Form 10-Q, and any other matters required to be communicated to the Committee by the Auditors under standards of the PCAOB.

15. *Management’s Discussion and Analysis.* To review and discuss with management and the Auditors, as appropriate, the Company’s disclosures contained under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in its periodic reports to be filed with the SEC.

16. *Disclosure Committee.* To meet with the Disclosure Committee (or a representative thereof), as part of the Committee’s regular review of the Company’s Form 10-K and Form 10-Q reports (and other filings by the Company with the SEC, when applicable and as deemed necessary, appropriate or desirable by management).

17. *Press Releases.* To review and discuss with management and the Auditors, as appropriate, earnings press releases, and press releases containing information relating to material developments as well as the substance of financial information, information relating to material developments and earnings guidance provided to analysts and rating agencies, which discussions may be general discussions of the type of information to be disclosed or the type of presentation to be made. The Chairperson of the Committee may represent the entire Committee for purposes of these discussions.

18. *Accounting Principles and Policies.* To review with management and the Auditors, as appropriate, significant issues that arise regarding accounting principles and financial statement presentation, including critical accounting policies and practices, alternative accounting policies available under U.S. generally accepted accounting principles (“GAAP”) related to material items discussed with management, the potential impact on the Company’s consolidated financial statements of off-balance sheet structures and, if in the judgment of the Committee such review is necessary or appropriate, any other significant reporting issues and

judgments, significant regulatory, legal and accounting initiatives or developments that may have a material impact on the Company's consolidated financial statements.

19. *Management and Auditor Analyses.* To review any analyses prepared by management or the Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.

20. *Management Cooperation with Audit.* To evaluate the cooperation received by the Auditors during their audit, including a review with the Auditors of any significant difficulties encountered during the audit or any restrictions on the scope of their activities or access to required records, data and information, significant disagreements with management whether or not resolved, and management's response, if any.

21. *Insider Trading Policy and Risk Assessment and Management; Insurance Coverage.* To review and discuss with management and the Auditors, as appropriate, (i) the Company's guidelines and policies with respect to risk assessment and risk management, including risks relating to the Company's accounting matters, financial reporting and legal and regulatory compliance and the steps taken by management to monitor and control these exposures; (ii) the Company's Insider Trading and Window Period Policy, and recommend that the Board consider and approve, any changes thereto; and (iii) insurance programs, including director and officer insurance, product liability insurance and general liability insurance the Committee deems appropriate for the Company.

22. *Management Letters.* To review and discuss with the Auditors and, if appropriate, management, any management or internal control letter issued or, to the extent practicable, proposed to be issued by the Auditors and management's response, if any, to such letter, as well as any additional material written communications between the Auditors and management.

23. *Disagreements Between Auditors and Management.* To review and discuss with management and the Auditors, or any other registered public accounting firm engaged to perform review or attest services, any conflicts or disagreements between management and the Auditors, or such other accounting firm, whether or not resolved, regarding financial reporting, accounting practices or policies or other matters, that individually or in the aggregate could be significant to the Company's consolidated financial statements or the Auditors' report, and to resolve any conflicts or disagreements regarding financial reporting.

24. *Internal Control Over Financial Reporting.* To confer with management and the Auditors, as appropriate, regarding the scope, adequacy and effectiveness of the Company's internal control over financial reporting including (i) responsibilities, budget and staff of the internal audit function, (ii) significant deficiencies or material weaknesses identified by the Company's Auditors, as well as any special steps adopted in light of significant deficiencies or material weaknesses, if any, and the adequacy of disclosures about changes in internal control over financial reporting, and (iii) any fraud, whether or not material, that involves management or other employees who have any significant role in the Company's internal control over financial reporting.

25. *Internal Audit Function.* To evaluate from time to time the necessity for the Company to adopt a formal internal audit function. Until such time as the Company adopts an internal audit function the Committee shall assist the Board in the oversight and the design and implementation of the internal audit function. At such time as the Company adopts an internal audit function, the Committee shall coordinate the Board's oversight of the performance of that function. In this regard, the Committee shall review the appointment of the senior internal auditing manager and shall review any reports to management or the Board from the internal audit department and management's response to such reports.

26. *Separate Sessions.* To meet periodically in separate sessions with the Auditors, the internal auditors or other personnel responsible for the internal audit function, if applicable and as appropriate, and management to discuss any matters that the Committee, the Auditors, the internal auditors or other personnel responsible for the internal audit function, if applicable, or management believe should be discussed privately with the Committee.

27. *Related-Person Transactions.* To establish and maintain a policy for the identification, review, consideration and approval or ratification of transactions involving the Company and any related person on an ongoing basis, and consistent with such policy, to consider such related party transactions (defined as those transactions required to be disclosed under Item 404 of Regulation S-K of the Securities Act of 1933, as amended) for approval or ratification in conjunction with the roles and oversight of the Company's Disclosure Committee.

28. *Correspondence with Regulators.* To consider and review with management, the Auditors, outside counsel, as appropriate, and, in the judgment of the Committee, any special counsel, separate accounting firm or other consultants and advisors as the Committee deems appropriate, any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's consolidated financial statements or accounting policies.

29. *Complaint Procedures.* To establish procedures, when and as required by applicable laws and rules, for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters, and to establish such procedures as the Committee may deem appropriate for the receipt, retention, and treatment of complaints received by the Company with respect to any other matters that may be directed to the Committee for review and assessment.

30. *Engagement of Other Registered Public Accounting Firms.* To determine and approve engagements of any registered public accounting firm (in addition to the Auditors) prior to commencement of such engagements, to perform any other review or attest service, including the compensation to be paid at the Company's expense to such firm and the negotiation and execution, on behalf of the Company, of such firm's engagement letter, which approval may be pursuant to preapproval policies and procedures, including the delegation of preapproval authority to one or more Committee members, so long as any such preapproval decisions are made, and presented to the full Committee, in accordance with such policies and procedures.

31. *Regulatory and Accounting Initiatives.* To review with Company counsel and the Auditors, and/or management, as appropriate, any significant regulatory or other legal or accounting initiatives or matters that may have a material impact on the Company's financial statements, if, in the judgment of the Committee, such review is necessary or appropriate.

32. *Investigations.* To investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.

33. *Proxy Report.* To prepare and submit the report of the Committee required by the rules of the SEC to be included in the Company's annual proxy statement.

34. *Annual Charter Review.* To review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for its consideration and approval.

35. *Report to Board.* To report to the Board with respect to material issues that arise regarding the quality or integrity of the Company's consolidated financial statements, the performance or independence of the Auditors, the performance of the Company's internal audit function, if applicable, or such other matters as the Committee deems appropriate from time to time or whenever it shall be called upon to do so.

36. *Annual Committee Evaluation.* To conduct an annual evaluation of the performance of the Committee.

37. *General Authority.* To perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

PUBLICATION

The Company shall make this charter freely available to shareholders on request and, provided that the Company is subject to the periodic reporting requirements of the Exchange Act, shall publish it on the Company's website.

Adopted: July 19, 2018

Effective: July 19, 2018

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