

UROVANT SCIENCES LTD.

CHARTER OF THE COMPLIANCE OVERSIGHT COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE AND POLICY

The purpose of the Compliance Oversight Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of UROVANT SCIENCES LTD. (the “*Company*”), which may be subsumed by another committee of the Board, shall be to oversee the Company’s and its subsidiaries’ quality assurance and regulatory compliance programs, and to ensure compliance by the Company and its subsidiaries with the Specified Laws, as defined below, the Compliance Policies (as defined below) and any other Company policies relating to the Specified Laws (collectively, the “*Compliance Program*”).

COMMITTEE COMPOSITION

The Committee shall consist of at least three members of the Board. Prior to the Trigger Date (as defined in the Amended and Restated Bye-laws of the Company, or the “*Bye-laws*”), at least one (and up to two) of the members of the Committee shall be nominated by Roivant Sciences Ltd. (“*RSL*”) and appointed by the Board (such members, the “*RSL Members*”). The members are expected to possess relevant expertise and experience in compliance or a related field in order to be able to offer advice and guidance, and otherwise be able to discharge their duties pursuant to this charter (this “*Charter*”). The members of the Committee, other than the RSL Members, shall be appointed by (upon the recommendation of the Nominating and Corporate Governance Committee of the Board), and serve at the discretion of, the Board. The Committee chairperson (the “*Chairperson*”) shall be appointed by RSL. Vacancies occurring on the Committee shall be filled by the Board (upon the recommendation of the Nominating and Corporate Governance Committee), provided however, this shall not affect RSL’s ability to nominate the RSL Members.

MEETINGS AND MINUTES

The Committee shall hold such meetings as its members deem necessary or appropriate, but in no event less than quarterly. The presence in person or by such means as permitted by the Bye-laws, of a majority of the Committee’s members (including, prior to the Trigger Date, at least one RSL Member) shall constitute a quorum (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.

Any member of the Committee may at his or her discretion escalate a compliance matter to the full Board for consideration and resolution, and in such case, the delegation of powers to the Committee in respect of that compliance matter shall be immediately suspended pending Board action or the Board’s further directions to the Committee.

Minutes of each meeting of the Committee, and each written consent, shall be prepared and distributed to each member of the Committee, members of the Board and the Company’s

Corporate Secretary 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 from time to time regarding the activities of the Committee, or whenever so requested by the Board.

AUTHORITY

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 or any member of the Committee shall have authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, compliance or other advisors, consultants or service providers (referred to collectively as "*advisors*"). Other reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties are permitted, unless prohibited by The Nasdaq Stock Market ("*Nasdaq*") listing rules (the "*Listing Rules*").

The operation of the Committee shall be subject to the Bye-laws and applicable Bermuda law.

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

To implement the Committee's purpose and policies, the Committee shall be charged with the following duties and responsibilities. The Committee's procedures should remain flexible to address changing circumstances most effectively. Accordingly, the Committee may supplement and, except as otherwise required by the Listing Rules or applicable law, deviate from these activities as appropriate under the circumstances.

1. ***Compliance Officer.*** The Committee is solely responsible for the appointment, review, evaluation and assessment of the Company's compliance officer, currently the General Counsel of Urovant Sciences, Inc., Bryan Smith (the "***Compliance Officer***"), who is responsible for the management and administration of the Compliance Program. If at any time, there is a vacancy for the position of Compliance Officer, either by death, resignation or otherwise, the Committee has the sole authority to fill such vacancy by appointing an individual on the senior management team of the Company or its subsidiaries as the Compliance Officer. However, until such vacancy has been filled by the Committee, the Company's then acting Principal Executive Officer shall perform the duties of the Compliance Officer set forth in this Charter. Specifically, in administering the Compliance Program, the Compliance Officer shall—and the Committee shall ensure that the Compliance Officer does:

(a) make periodic reports (but in any event at least quarterly) regarding the status of the Compliance Program directly to the Committee;

(b) make reports regarding compliance matters directly to the Board at any time he or she considers appropriate;

(c) certify to the Committee annually, together with the Principal Executive Officer of the Company (if the Principal Executive Officer is not the acting Compliance Officer), that to the best of his or her knowledge and after reasonable due diligence, except as otherwise described in the report, (i) the Company and its subsidiaries, (ii) any directors, officers, employees and consultants of the Company or its subsidiaries and (iii) any Business Associates (as defined below) of the Company and its subsidiaries, are each in compliance with all Specified Laws applicable to the Company and its affiliates, as well as all Company policies related to the Specified Laws (including without limitation, the Compliance Policies (as defined below)); provided, that, if either the Compliance Officer or the Principal Executive Officer of the Company is unable to provide such a certification, he or she shall provide an explanation directly to the Committee of the reasons why he or she is unable to provide such certification; and

(d) notify the Committee of any Reportable Event (as defined below) within 48 hours after discovery of the underlying facts or as soon thereafter as practicable.

“Business Associate” is a reseller, distributor, broker, agent, referral partner, finder, advisor, contractor, subcontractor or other third-party intermediary that acts on behalf of the Company in business transactions with third parties.

“Reportable Event” is any event that (a) may represent a substantial deviation from applicable policies, procedures, systems or controls regarding Specified Laws; or (b) may represent a violation of any Specified Law that could have a material compliance, regulatory, legal, financial, reputational or safety impact on the Company, its Affiliates, and its or their stakeholders or patients. The Committee is charged with reviewing reports of such Reportable Events and ensuring appropriate remediation of compliance issues.

2. **Continuing Education.** To cause the Company and its subsidiaries to implement a training and education plan to ensure that the Company’s employees, officers, directors and others as appropriate (including consultants and agents), receive adequate training regarding the Compliance Program.

3. **Internal Reporting Procedures.** To cause the Company, in conjunction with the Compliance Officer, to establish an internal reporting procedure that includes a confidential hotline mechanism to enable all directors, officers, employees and consultants of the Company, as well as Business Associates (collectively, the **“Covered Persons”**) to report to the Compliance Officer (and/or such other person who is not in the Covered Person’s chain of command, as the Committee may from time to time designate) any identified issues or questions associated with the Company’s policies, conduct, practices or procedures related to the Specified Laws.

4. **Implementation of Policies, Procedures and Programs.** To ensure that the Company shall implement and maintain at all times, policies, procedures and programs with

respect to, and to ensure compliance with, the Specified Laws, including but not limited to the Company's:

- (a) Anti-Corruption Compliance Policy;
- (b) Anti-Fraud, Anti-Money Laundering and Counter-Terrorist Financing Policy;
- (c) Export Control and Sanctions Policy;
- (d) Section 16 Compliance Program; and
- (e) other programs and policies (e.g., without limitation, that certain Information Sharing and Cooperation Agreement) with respect to any other matters, as deemed relevant by the Board or the Committee, and that may be directed to the Committee for review and assessment by the Board or the Company's senior management team ((a) through (e) collectively, the "**Compliance Policies**").

5. **Update and Maintenance of Policies, Procedures and Programs.** To review new or updated Compliance Policies or other policies required by applicable law or agreements that the Company has entered in to (e.g., without limitation, that certain Information Sharing and Cooperation Agreement), programs and procedures, and recommend them to the Board for adoption, approval or ratification. The Committee shall also ensure that its members, through the Compliance Officer as facilitator, stay abreast of new developments in the legal and regulatory landscape in which the Company operates through continuing education and risk assessments.

6. **Committee Self-Assessment.** To review, discuss and assess its own performance at least annually, and shall report the results of such assessment to the Board.

7. **Reporting to the Board.** The Committee, through the Chairperson, shall regularly report to the Board regarding the Committee's actions, or whenever so requested by the Board.

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

As defined in this Charter, "**Specified Laws**" consist of any national, federal, state, provincial, local or foreign law, statute, code, ordinance, rule, regulation, order, judgment, writ, stipulation, award, injunction, decree or arbitration award or finding with respect to:

- the UK Bribery Act 2010, as amended ("**UKBA**"), the Bribery Act 2016 of Bermuda or the U.S. Foreign Corrupt Practices Act of 1977, as amended ("**FCPA**");
- applicable trade, economic or financial sanctions laws, rules, regulations, embargoes or other restrictive measures, including (i) Local ABAC Laws, (ii)

applicable money laundering laws, and (iii) Sanctions (defined as any economic or financial sanctions or trade embargoes, including (a) United Nations sanctions imposed pursuant to any United Nations Security Council Resolution; (b) U.S. sanctions administered by the Office of Foreign Assets Control of the U.S. Department of the Treasury, the U.S. Department of State, the U.S. Department of Commerce or any other U.S. government authority or department; (c) EU restrictive measures implemented pursuant to any EU Council or Commission Regulation or Decision adopted pursuant to a Common Position in furtherance of the EU's Common Foreign and Security Policy; (d) UK sanctions adopted by the Terrorist Asset-Freezing etc. Act 2010 or other legislation and statutory instruments enacted pursuant to the United Nations Act 1946 or the European Communities Act 1972 or enacted by or pursuant to other laws; (e) Bermuda sanctions adopted by the International Sanctions Act 2003 of Bermuda; and (f) any other trade, economic, or financial sanctions laws, regulations, embargoes or restrictive measures administered, enacted or enforced by any authority, government or official institution as applicable to Company and each of its Subsidiaries or any transaction in which Company or each Subsidiary of the Company is engaged);

- applicable laws prohibiting fraud, tax evasion, insider dealing and market manipulation;
- applicable Health-Related Requirements (defined as the federal laws and regulations applicable to the activities of a pharmaceutical or biological product manufacturer, including but not limited to federal health care program and FDA requirements relating to research; development; interactions with health care professionals, patient advocacy or assistance organizations, charitable organizations, and professional societies; data integrity and security; labeling; marketing; sale; distribution; import; export; product pricing and reimbursement; Quality Management Systems (further defined as those systems supporting the development and manufacture of pharmaceutical drug substances (i.e., active pharmaceutical ingredients (“*APIs*”)) and drug products, including biotechnology and biological products, throughout the product lifecycle); price, safety, and other reporting obligations; safety monitoring; or exclusion and debarment (collectively, “*manufacturer activities*”); the U.S. anti-corruption laws (e.g., the FCPA) applicable to manufacturer activities occurring outside the United States; and non-U.S. laws that are equivalent to the requirements set forth in clauses (a) and (b) of this definition (e.g., the UKBA and any other applicable law prohibiting bribery and corruption));
- applicable securities laws, including the U.S. Securities Exchange Act of 1934, as amended, the U.S. Securities Act of 1933, as amended, and the Sarbanes-Oxley Act of 2002, as amended;
- applicable Data Privacy and Cybersecurity Rules and Regulations (defined as the following (to the extent relating to data privacy, data protection or

cybersecurity): (i) all laws, encompassing U.S. state and federal, regional and international data privacy and cybersecurity laws, regulations and guidance including but not limited to the Health Insurance Portability and Accountability Act, the Gramm-Leach-Bliley Act, the Federal Information Security Management Act, the Fair Credit Reporting Act, the Fair and Accurate Credit Transaction Act, the Federal Trade Commission Act, the Privacy Act of 1974, the CAN-SPAM Act, the Telephone Consumer Protection Act, the Telemarketing and Consumer Fraud and Abuse Prevention Act, Children’s Online Privacy Protection Act, the EU Data Protection Directive, the EU General Data Protection Regulation, the Canadian Personal Information Protection and Electronic Documents Act, the Swiss Federal Act on Data Protections, and U.S. state data privacy, cybersecurity and data breach notification laws, (ii) the Company’s own rules, policies, procedures and public statements (including all data protection and privacy policies and related notices, (iii) industry-recognized privacy and cybersecurity standards (such as NAI, ISO 27001, COBIT, NIST, HIPAA, PCI-DSS, ITAR, etc.), and (iv) contracts into which the Company has entered or by which it is otherwise bound;

- U.S. federal and state data privacy and cybersecurity laws (including, but not limited to, applicable rules and regulations of SOX, Health Insurance Portability and Accountability Act (HIPAA) and the Food and Drug Administration (FDA) Regulations for the Use of Electronic Records in Clinical Investigations), EU’s General Data Protection Regulation (GDPR) and other applicable data privacy and cybersecurity laws and any other applicable foreign laws and regulations related to data privacy and cybersecurity; and
- all other laws of any jurisdiction that are similar to the laws mentioned in the foregoing.

Adopted: July 19, 2018

Effective: July 19, 2018

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