

UROVANT SCIENCES LTD.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE AND POLICY

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of UROVANT SCIENCES LTD. (the “*Company*”) shall be to (i) oversee all aspects of the Company’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify, review and evaluate candidates to serve as directors of the Company consistent with the criteria approved by the Board and review and evaluate incumbent directors; (iv) serve as a focal point for communication between such candidates, non-committee directors and the Company’s management; (v) make recommendations to the Board regarding the selection and approval of candidates to serve as nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders; and (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company, including director nominees for each committee of the Board.

COMMITTEE COMPOSITION

The Committee shall consist of at least two members of the Board, neither of which shall be an employee of the Company and each of which shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board, in accordance with the applicable independence requirements of The Nasdaq Stock Market (the “*Exchange*”) when and as required by the Exchange and subject, in each case, to applicable transition provisions or exceptions permitted by the Exchange. The members of the Committee and the Committee chairperson (the “*Chairperson*”) shall be appointed by, and serve at the discretion of, the Board. Vacancies occurring on the Committee shall be filled by the Board. If the Board does not appoint a Chairperson, the Committee members shall elect a Chairperson by vote of a majority of the full Committee.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate, but in no event less than annually. Any member of the Committee or the Board may call a meeting of the Committee. The presence in person or by such means as permitted by the amended and restated Bye-laws of the Company as in effect (the “*Bye-laws*”), 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 and written consents shall be prepared and distributed to each member of the Committee, members of the Board and the Corporate Secretary of the Company,

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 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 the authority to obtain, at the Company's expense, advice and assistance from internal or external legal, accounting or other advisors and consultants (referred to collectively as "*advisors*") as the Committee deems necessary or appropriate for carrying out its duties under this charter (this "*Charter*").

The Committee may form and delegate authority to subcommittees as appropriate, but only to the extent consistent with the Bye-laws, Corporate Governance Guidelines (as defined below) and Exchange listing rules (the "*Exchange Listing Rules*"). Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated, and, unless the Committee alters or terminates such delegation, any action by the Committee on any matter so delegated shall not limit or restrict future action by such subcommittee on such matters. The Committee, through the Chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

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.

OPERATING PRINCIPLES AND PROCESSES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

The Committee shall encourage regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, to strengthen the Committee's knowledge of relevant current and prospective corporate governance issues.

The Committee shall be authorized to develop with management and participate in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially affect the Company.

The Committee shall have the authority to retain and terminate executive search firms to help identify director candidates. The Committee shall have the authority to approve fees, costs

and other terms of engagement of such outside resources, including advisors, and shall be directly responsible for the oversight of such outside resources and advisors. 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. The Committee shall have authority to request that any of the Company's personnel, counsel, accountants 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.

RESPONSIBILITIES

To implement the Committee's purpose and policies, the Committee shall be charged with the following duties and responsibilities. The Committee may supplement and deviate from these activities as appropriate under the circumstances (except as otherwise required by the Exchange Listing Rules or applicable law). The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

1. ***Director Nominations.*** The Committee shall have the responsibility of identifying, reviewing and evaluating candidates to serve on the Board consistent with criteria approved by the Board, including consideration of any potential conflicts of interest as well as applicable independence, experience and other requirements. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend potential director candidates to the Board for nomination as directors. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's shareholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate shareholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by the Exchange Listing Rules and applicable law in the course of exercising its authority.

2. ***Management, Board and Director Assessment.*** The Committee shall periodically review, discuss and assess the performance of management and the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and the Board's effectiveness in serving the best interests of the Company and its shareholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment (including having sufficient time to devote to the Company and the level of director participation), skills, diversity and expertise appropriate for the Company. In assessing the directors, both individually and collectively, the Committee may consider the current needs of the Board and the Company to maintain a balance of knowledge, experience and capability in various areas. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continues to be independent from management in both fact and appearance, as well as within the meaning

prescribed by the Exchange. The results of these reviews shall be provided to the Board for further discussion as appropriate.

3. ***Board Committee Nominations.*** The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements set forth in the Exchange Listing Rules, the rules and regulations of the Securities and Exchange Commission (the “*SEC*”) and applicable law, shall evaluate the performance of the members of the committees of the Board, review the composition of such committees, and annually recommend the individual to serve as chairperson and membership of each such committee to the entire Board.

4. ***Shareholder Communications.*** The Committee shall periodically review and make recommendations to the Board regarding the Company’s process for shareholder communications with the Board, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

5. ***Continuing Education.*** The Committee shall consider the need and, if deemed necessary, develop, implement and maintain (or oversee efforts by management to develop, implement and maintain) (i) appropriate orientation and education programs and procedures for directors to familiarize new directors with the business of the Company, its management and professional advisors and (ii) continuing education policies designed to foster a more extensive knowledge of the business of the Company. The Committee shall also have the authority in its sole discretion to retain advisors to develop and institute such a plan or program.

6. ***Corporate Governance Guidelines and Principles.*** The Committee shall develop and recommend to the Board, as appropriate, a set of corporate governance guidelines and principles (“*Guidelines*”) to be applicable to the Company. The Committee may periodically review and assess these Guidelines and their application, and recommend any changes deemed appropriate to the Board for its consideration.

7. ***Code of Business Conduct and Ethics.*** The Committee shall periodically review Company policy statements to determine their adherence to the Company’s Code of Business Conduct and Ethics (the “*Code*”) and consider any request by directors or executive officers of the Company for a waiver from the Code. Any approved waivers shall be promptly disclosed as required by the Exchange Listing Rules and applicable law.

8. ***Procedures for Information Dissemination.*** The Committee shall oversee and periodically review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvements as appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

9. ***Management Succession.*** The Committee shall periodically review with the Principal Executive Officer of the Company the plans for succession to the offices of the Company’s Principal Executive Officer and other key executive officers and make

recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

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

11. ***Memorandum of Association, Bye-laws and Committee Charters.*** The Committee shall review and assess the adequacy of the Company's Memorandum of Association and Bye-laws and the charters of any committee of the Board, in each case, as in effect from time to time (the "***Governing Documents***"), periodically in order to ensure compliance with any principles of corporate governance developed by the Committee and recommend to the Board for its consideration any necessary modifications to the Governing Documents.

12. ***Annual Charter Review.*** The Committee shall annually review and assess the adequacy of this Charter, including the Committee's role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration.

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

14. ***SEC Reports.*** The Committee shall prepare any reports or other disclosure required by the applicable SEC rules and regulations to be included in the Company's annual proxy statement.

15. ***General Authority.*** The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the 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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