

## UROVANT SCIENCES LTD.

### CHARTER OF THE NOMINATING, CORPORATE GOVERNANCE AND COMPLIANCE OVERSIGHT COMMITTEE OF THE BOARD OF DIRECTORS

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#### PURPOSE AND POLICY

The purpose of the Nominating, Corporate Governance and Compliance Oversight 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; (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; (vii) oversee the Company’s and its subsidiaries’ quality assurance and regulatory compliance programs; and (viii) 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 (i) at least one member of the Board who shall not be an employee of the Company and who 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, and (ii) any members appointed in accordance with bye-law 46.2 of the Company’s Amended and Restated Bye-laws, as amended (the “*Bye-laws*”). Except for any members appointed to the Committee pursuant to bye-law 46.2 (such members, the “*Appointed Members*”), 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 quarterly. 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 Bye-laws, of (i) a majority of the Committee’s members and (ii) any Appointed Members shall

constitute a quorum for any meeting of the Committee. All actions of the Committee will require (x) the vote of a majority of the members present at a meeting of the Committee at which a quorum is present or (y) 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 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 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 shall report to the Board regarding the activities of the Committee from time to time, 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 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 the 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 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 and compliance issues.

The Committee shall be authorized to develop with management and participate in a process for systematic review of important corporate governance and compliance issues and trends in corporate governance and compliance 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, diversity 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. ***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. (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 material 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.

6. **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. In addition, the Committee shall 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.

7. **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.

8. **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.

9. ***Implementation of Compliance Policies, Procedures and Programs.*** The Committee shall 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 Policy; and
- (e) other programs and policies 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***").

The Committee shall also periodically review new or updated Compliance Policies or other policies required by applicable law or agreements that the Company has entered into, and recommend them as deemed appropriate to the Board for adoption, approval or ratification. The Committee shall also endeavor to 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.

10. ***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 deemed 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.

11. ***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.

12. ***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.

13. **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.

14. **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.

15. **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.

16. **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.

17. **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.

18. **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.

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:

(a) 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**");

(b) 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);

(c) applicable laws prohibiting fraud, tax evasion, insider dealing and market manipulation;

(d) 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));

(e) applicable securities laws, including the U.S. Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), the U.S. Securities Act of 1933, as amended, and the Sarbanes-Oxley Act of 2002, as amended;

(f) 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;

(g) 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 (HIPPA) 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

(h) all other laws of any jurisdiction that are similar the laws mentioned in 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: December 22, 2019**

**Effective: December 22, 2019**