

# UROVANT SCIENCES LTD.

## CORPORATE GOVERNANCE GUIDELINES

ADOPTED BY THE BOARD OF DIRECTORS ON JUNE 8, 2020

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### INTRODUCTION

The Board of Directors (the “**Board**”) of Urovant Sciences Ltd. (the “**Company**”) has established the following guidelines (these “**Guidelines**”) for the Board’s conduct and operation. These Guidelines are designed to give our directors and management a flexible framework for effectively pursuing our objectives for the benefit of our shareholders (the “**Shareholders**”). Accordingly, these Guidelines should be interpreted in the context of all applicable laws, the Company’s Second Amended and Restated Bye-laws, as may be amended, restated or otherwise modified from time to time (the “**Bye-laws**”) and other policies of the Company.

### BOARD COMPOSITION AND SELECTION

#### *Size of the Board*

The Board shall establish the number of directors in accordance with the Bye-laws and periodically review the appropriate size of the Board, which may vary to accommodate the availability of suitable candidates and the needs of the Company.

#### *Independence of Directors*

The Board will be composed of a majority of independent directors, subject to any exceptions permitted by the applicable listing standards of any exchange on which the Company’s securities are listed (the “**Exchange**”). At such times as required by the rules of the Securities and Exchange Commission (the “**SEC**”) or the listing standards of the Exchange, and based on information provided to the Board and advice of counsel, the Board, upon the recommendation and advice of the Nominating, Corporate Governance and Compliance Oversight Committee of the Board (the “**Nominating Committee**”), shall affirmatively determine whether members of the Board are independent directors. In making such determination, the Board will consider the definition of independence set forth in the Exchange’s listing standards, the rules and regulations of the SEC, as well as other factors that will contribute to effective oversight and decision-making by the Board. In accordance with applicable rules and Company policies, the Board will determine whether each director has a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

In addition, pursuant to Section 4.1(a) of the Investor Rights Agreement, dated December 27, 2019 (the “**Investor Rights Agreement**”), by and among the Company, Sumitomo Dainippon Pharma Co., Ltd. (“**Sumitomo Dainippon**”), and Sumitovant Biopharma Ltd., a wholly-owned subsidiary of Sumitomo Dainippon and the majority shareholder of the Company as of the adoption of these Guidelines (“**Sumitovant**”), the Board must have at least three Independent Directors (as such term is defined in the Investor Rights Agreement), until such time as when Sumitovant and certain of its affiliates cease to beneficially own a majority of the total number of votes entitled to be cast at elections of the Company’s directors (the “**Trigger Date**”). For as long as the Company shall remain subject to the Investors Rights Agreement, when evaluating the continued service of incumbent directors on the Board and considering new candidates to be nominated for election as directors, the Board and the Nominating Committee shall

ensure the Company is in compliance with the independent director requirement set forth in Section 4.1(a) of the Investor Rights Agreement.

### ***Management Directors***

The Board anticipates that the Company's Principal Executive Officer will serve on the Board. In compliance with the Bye-laws, the Board may also appoint or nominate members of the Company's management team to serve as a director whose experience and role at the Company are expected to assist the Board in fulfilling its responsibilities.

### ***Selection of Principal Executive Officer and Chairperson; Lead Independent Director***

The Board will select the Company's Principal Executive Officer and Chairperson of the Board (the "***Chairperson***") in the manner that it determines to be in the best interests of the Shareholders. The same person may hold the positions of Principal Executive Officer and Chairperson, or the Board may separate these offices.

As of the adoption of these Guidelines, Mr. Pierre Legault serves as the lead independent director of the Board (the "***Lead Independent Director***"). Pursuant to Section 4.2(b) of the Investor Rights Agreement, Mr. Legault shall remain the Lead Independent Director until the earliest to occur of: (1) Mr. Legault not being reelected as a director at an annual meeting of Shareholders; (2) Mr. Legault's removal or replacement by the Disinterested Shareholders (as such term is defined in the Investor Rights Agreement); (3) Mr. Legault's office being vacated pursuant to bye-law 41.1(d) of the Bye-laws; or (4) Mr. Legault failing to satisfy the requirements to be an Independent Director. For as long as the Company shall remain subject to the Investors Rights Agreement, the Board shall ensure the Company complies with the obligations set forth in Section 4.2(b) of the Investor Rights Agreement.

Upon the cessation of Mr. Legault's service as the Lead Independent Director in compliance with the foregoing, if the Chairperson is not an independent director, the Board may designate one of the independent directors as the Lead Independent Director to serve until replaced by the Board. The Lead Independent Director will have the following responsibilities:

- (1) with the Chairperson, establish the agenda for regular Board meetings and serve as chairperson of Board meetings in the absence of the Chairperson;
- (2) establish the agenda for, and preside over, meetings of the independent directors and meetings of the non-management directors, as applicable;
- (3) coordinate with the chairpersons of the committees of the Board regarding meeting agendas and informational requirements;
- (4) preside over any portions of meetings of the Board at which the evaluation or compensation of the Company's Principal Executive Officer is presented or discussed;
- (5) preside over any portions of meetings of the Board evaluating the performance of the Board;
- (6) coordinate the activities of the other independent directors, and perform such other duties the Board may establish or delegate from time to time;
- (7) act as principal liaison between the independent members of the Board and the Principal Executive Officer and/or the Chairman, as applicable; and

- (8) be available for consultation and direct communication with the Shareholders, as deemed appropriate and necessary.

### ***Selection of Directors***

Subject to, and in accordance with, the Bye-laws, the Board will be responsible for (1) nominating candidates for election to the Board by the Shareholders at annual meetings of Shareholders and (2) filling any vacancies on the Board that may occur between annual meetings of Shareholders. The Nominating Committee is responsible for identifying, reviewing, evaluating and recommending to the Board potential candidates for election to the Board or filling a vacancy on the Board (such candidates, “***Director Candidates***”), in accordance with its charter and consistent with the criteria set by the Board and listed below under the heading “*Process for Identifying and Evaluating Director Candidates.*” Each potential Director Candidate must provide a list of references and agree to (A) be interviewed by members of the Nominating Committee or other directors in the discretion of the Nominating Committee, and (B) a background check or other review of the qualifications of the potential Director Candidate by the Company. Prior to nominating or appointing any Director Candidate, the Board shall ensure each member of the Board has an opportunity to meet with such Director Candidate upon request.

Notwithstanding the foregoing, in accordance with the Bye-laws, Sumitovant has appointed two directors who serve on the Board as of the adoption of these Guidelines (the “***Sumitovant Directors***”). Until the Trigger Date, Sumitovant is entitled to remove the Sumitovant Directors and appoint replacements at any time by notifying the Company. Such appointments are effective upon Sumitovant’s delivery of a duly executed notice to the Company, without any requirement for further vote or approval by the Shareholders or the Board. Pursuant to the Bye-laws, Sumitovant’s ability to appoint and remove the Sumitovant Directors will fully terminate on the Trigger Date.

In addition, Shareholders may nominate Director Candidates by complying with the ownership thresholds, procedures and requirements set forth in the Bye-laws, including without limitation, providing timely notice to the Secretary of the Company (the “***Secretary***”) and submitting the information and other materials required with respect to each proposed Director Candidate. Each Director Candidate and Sumitovant Director shall agree in writing to comply with these Guidelines and all other policies and guidelines of the Company applicable to members of the Board.

### **SHAREHOLDER RECOMMENDATIONS OF DIRECTOR CANDIDATES**

The Nominating Committee will consider recommendations by Shareholders when considering potential Director Candidates. The Nominating Committee does not intend to alter the manner in which it evaluates a candidate for nomination to the Board based on whether or not the candidate was recommended by a Shareholder.

Shareholders who wish to recommend individuals for consideration by the Nominating Committee as a potential Director Candidate must do so by delivering a written recommendation to: Nominating, Corporate Governance and Compliance Oversight Committee, c/o Urovant Sciences Ltd., Suite 1, 3<sup>rd</sup> Floor, 11-12 St. James’s Square, London, SW1Y 4LB, United Kingdom, Attn: Secretary but not more than 120 days prior to the anniversary date of the mailing of the Company’s proxy statement for the last Annual General Meeting of Shareholders. Each submission must set forth:

- (1) the name and address of the Shareholder on whose behalf the submission is made;
- (2) the class and number of Company shares that are owned beneficially by such Shareholder as of the date of the submission and the dates such shares were acquired;

- (3) the full name of the proposed candidate;
- (4) a description of the proposed candidate's business experience for at least the previous five years, including current principal occupation or employment of such candidate;
- (5) complete biographical information for the proposed candidate, including age, business address and residence address;
- (6) the class and number of Company shares that are owned beneficially by such candidate as of the date the submission is made and the dates such shares were acquired;
- (7) such other information concerning such nominee as would be required to be disclosed in a proxy statement;
- (8) a description of the proposed candidate's qualifications as a director; and
- (9) such other information as required by the Bye-laws.

Each submission must be accompanied by the written consent of the proposed candidate to be named as a nominee and to serve as a director if elected.

#### **PROCESS FOR IDENTIFYING AND EVALUATING DIRECTOR CANDIDATES**

##### ***Nominating Committee Evaluation of Candidates***

- (1) The Nominating Committee will evaluate potential Director Candidates in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of the Shareholders.
- (2) In conducting this assessment, the Nominating Committee will consider the minimum Board membership criteria set forth below, as well as diversity, age, skills and such other factors as it deems appropriate given the current needs of the Board and the Company to maintain a balance of knowledge, experience and capability.
- (3) In the case of incumbent directors whose terms of office are set to expire, the Nominating Committee will review such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence.
- (4) In the case of new Director Candidates, the Nominating Committee will also determine whether the potential Director Candidates satisfy the independence requirements under the applicable rules of the Exchange, as well as the applicable rules and regulations of the SEC, and whether such candidates are Independent Directors pursuant to the Investor Rights Agreement, with the advice of counsel, if necessary.
- (5) The Nominating Committee will then use its network of contacts to compile a list of potential Director Candidates, but may also engage, if it deems appropriate, a professional search firm.

- (6) The Nominating Committee will conduct any appropriate and necessary inquiries into the backgrounds and qualifications of possible Director Candidates after considering the function and needs of the Board.
- (7) The Nominating Committee will meet to discuss and consider such Director Candidates' qualifications and then select a nominee for recommendation to the Board by majority vote.

### ***Board Membership Criteria and Board Evaluation of Candidates***

The Board will determine the appropriate characteristics, skills, and experience for the Board as a whole and for its individual members. When evaluating potential Director Candidates, including the service of incumbent directors, the Board will consider the minimum general criteria set forth below, and may add any specific additional criteria with respect to specific searches. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. The Board believes that Director Candidates should satisfy certain minimum qualifications, including being able to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics.

In evaluating Director Candidates, the Board will consider various relevant factors, such as whether a Director Candidate has:

- (1) relevant expertise upon which to be able to offer advice and guidance to management of the Company;
- (2) sufficient time to devote to the affairs of the Company;
- (3) demonstrated excellence in his or her field;
- (4) the ability to exercise sound business judgment; and
- (5) the commitment to rigorously represent the long-term interests of our Shareholders.

The Board will review potential Director Candidates in the context of the current composition of the Board, the operating requirements of the Company, and the long-term interests of the Shareholders. In conducting this assessment, the Board will consider diversity, age, skills, and other factors that it deems appropriate to maintain a balance of knowledge, experience and capability among members of the Board. For incumbent directors whose terms of office are set to expire, the Board will review those directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence. For each Director Candidate, the Board will also determine whether such individual is or would be an independent director for purposes of the Exchange and the SEC, or an Independent Director pursuant to the Investor Rights Agreement.

### ***Changes in Board Membership Criteria***

The Board and the Company desire that the Board is comprised of members who can productively contribute to the success of the Company. Accordingly, from time to time, the Board may change the criteria for Board membership at its discretion to, among other things, maximize the potential for the Company to succeed. When this occurs, the Board will evaluate all potential Director Candidates, including incumbent directors, according to the new criteria. The Board may ask an incumbent director who no longer meets the complete criteria for Board membership to adjust his or her committee assignments or resign from the Board.

### ***Term Limits***

The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide continuity and valuable insight into the Company's operations and prospects based on their experience with, and understanding of, the Company's history, policies, and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new ideas and viewpoints through the director nomination process described in these Guidelines.

### ***Limits on Board Memberships***

Directors should advise the Board before accepting an invitation to serve on the board or committee of another company, other than the board of any company that is a non-public affiliate of the Company. The Board recognizes that a director's ability to fulfill his or her responsibilities as a member of the Board can be impaired if he or she serves on multiple other boards or board committees. If a member of the Board serves on boards and board committees of other companies, such director must act in compliance with all Company policies applicable to Board members, including the Company's conflict-of-interest policies.

### ***Retirement Age***

The Board does not believe that a fixed retirement age for directors is appropriate.

### ***Directors Who Change Their Job Responsibility***

A director who retires from his or her present employment or who materially changes his or her position (other than an ordinary course promotion) should notify the Board and the Nominating Committee. The Board does not believe a director who retires from his or her present employment, or who materially changes his or her position, should necessarily leave the Board; however, the Board and the Nominating Committee should have an opportunity to review the continued appropriateness of Board membership under these circumstances.

## **BOARD ATTENDANCE AT MEETINGS OF SHAREHOLDERS**

Directors are encouraged to attend the Company's annual and special meetings of Shareholders. The Company will reimburse all reasonable out-of-pocket traveling expenses incurred by directors attending the Company's annual and special meetings of Shareholders.

## **BOARD MEMBER RESPONSIBILITIES**

The Shareholders select directors to provide oversight of, and strategic guidance to, the management of the Company. The core responsibility of a Board member is to provide such oversight and strategic guidance in compliance with his or her statutory duties, fiduciary duties and the duties of skill and care under Bermuda Law and to otherwise exercise his or her business judgment in a manner that he or she believes is in the best interests of the Company and the Shareholders.

Service on the Board requires significant time and attention on the part of the directors. In particular, the Board's responsibilities include, without limitation: (1) reviewing, approving and monitoring the Company's fundamental financial and business strategies and major corporate actions; (2) assessing major risks facing the Company and considering ways to address those risks; (3) selecting and overseeing management and determining its composition; and (4) overseeing the establishment and maintenance of processes and procedures to maintain the integrity of the Company and its books and records. To fulfill

their duties, directors must devote sufficient time and attention to, among other things, preparing for meetings and discussions with management, participating in Board and committee meetings, reviewing relevant meeting materials, and serving on Board committees. Directors are expected to maintain an attitude of constructive involvement and oversight, ask relevant and incisive questions, and demand honest and accurate answers. Directors must act with integrity and are expected to demonstrate a commitment to the Company, its values, its business and long-term value for the Shareholders.

Consistent with the Company's Related Person Transactions Policy, each director is expected to disclose promptly to the Board, and respond promptly and accurately to periodic questionnaires or other inquiries from the Company regarding, any existing or proposed relationships with the Company, including compensation from and transactions with the Company, which could affect the independence of the director for the purposes of the Exchange and the SEC or whether such director is an Independent Director pursuant to the Investor Rights Agreement. Each director shall also promptly inform the Board of any material changes in such information, to the extent not already known by the Board.

Consistent with the Company's Corporate Disclosure Policy and applicable laws, directors have an obligation to protect and keep confidential all of the Company's non-public information unless the Company has authorized public disclosure or unless disclosure is required by applicable law. Confidential information includes all non-public information entrusted to or obtained by a director by reason of his or her position on the Board. This includes information regarding our strategy, business, finances and operations, and will include minutes, reports and materials of the Board and its committees, and other documents identified as confidential by the Company.

Directors may not use such confidential information for personal benefit or to benefit other persons or entities other than the Company. Unless authorized by the Company, its Bye-laws or applicable law, directors will refrain from disclosing confidential information to anyone outside the Company, especially anyone affiliated with any entity or person that employs the director or has sponsored the director's election to the Board, other than pursuant to and in accordance with any agreement that may exist between the Company and such party. These obligations shall continue even after service on the Board has ended. Any questions or concerns about potential disclosures should be directed to the Company's Compliance Officer, who is Urovant Sciences, Inc.'s General Counsel, who then may communicate with the Company's Principal Executive Officer or the Nominating Committee regarding potential disclosures. Directors should also review the Company's Corporate Disclosure Policy for further guidance.

## **DIRECTOR ORIENTATION AND EDUCATION**

The Nominating Committee may implement an orientation process for directors that includes background materials on the Company's policies and procedures, meetings with senior management, and visits to the Company's facilities. The Company may also offer continuing education programs to assist the directors in maintaining the level of expertise necessary to perform his or her duties as a director.

## **DIRECTOR COMPENSATION**

The Compensation Committee of the Board (the "***Compensation Committee***") will review and recommend to the Board, in accordance with the Company's Non-Employee Director Compensation Policy and applicable legal and regulatory guidelines, the type and amount of director compensation for Board and committee service for non-employee directors. Compensation for non-employee directors and committee members should be aligned with the long-term interests of the Shareholders and consistent with market practices of similarly situated companies. In determining compensation, the Board and the Compensation Committee will consider the impact on the director's independence and objectivity.

## **BOARD MEETINGS**

### ***Number of Meetings***

The Board expects to have at least four regular Board meetings each year.

### ***Attendance and Preparation***

Board members are expected to attend all meetings of the Board and committees on which they serve. Directors must notify the Secretary when he or she will be absent from a meeting and the circumstances preventing attendance. The management of the Company will provide directors with appropriate preparatory materials in advance of a meeting, except in unusual or exigent circumstances. Directors are expected to review such materials and prepare for, attend and participate in all Board and committee meetings. Directors should ensure that other existing and planned future commitments do not materially interfere with his or her service as director.

### ***Agenda***

The Chairperson of the Board, or in the event that the Chairperson has not been designated, the Principal Executive Officer, in consultation with the Lead Independent Director (if one has been designated) will create a schedule of topics to be discussed during the year (to the extent such topics can be foreseen) and an agenda for each Board meeting. Each Board member is encouraged to suggest topics for the agenda for the consideration of the Chairperson and the Lead Independent Director, at any time, and each Board member is free to raise at any Board meeting topics that are not on the agenda for that meeting.

### ***Executive Session***

The non-employee members of the Board will meet regularly in executive session, and the independent directors will meet at least once per year or more frequently as required by the Exchange or as circumstances require. Executive session and independent director discussions may include such topics as the non-employee directors or the independent directors, as applicable, determine. The directors generally shall not take formal action at these sessions, but may make recommendations for consideration by the full Board.

### ***Committee Reports***

At each regular Board meeting, if requested by the Board, each committee that held a meeting subsequent to the last Board meeting and prior to the current Board meeting will present a brief summary of its committee meeting to the Board, including the principal topics discussed, any conclusions reached, and the final actions of the committee. The chairperson of the appropriate committee will present such report. Minutes of committee meetings shall be available for review by any director.

### ***Matters to be Considered by the Board***

The Company believes that, in addition to those matters required for Board consideration as a matter of Bermuda law and/or other applicable regulation, the following matters should be considered by, and brought to a vote before, the Board or a duly authorized committee thereof:

- (1) changes to the structure of the Company or its wholly owned subsidiaries and membership of their respective management teams or boards of directors that could reasonably result in adverse tax consequences to the Company, its affiliates or their respective shareholders;



- (2) the Company's annual budget and any material deviations therefrom;
- (3) proposed transactions by and among the Company and/or its subsidiaries, on the one hand, and Sumitomo Dainippon and/or its direct or indirect subsidiaries and affiliates and their respective directors, officers, employees or significant shareholders and any affiliates or immediate family members of such persons, on the other hand, consistent with the requirements of the Investor Rights Agreement;
- (4) any compromise, settlement or agreement to settle any material suit, action, claim, proceeding or investigation, including those related to clinical trial activities and product liability claims, against the Company or any of its affiliates or their respective officers, directors or other employees or agents; and
- (5) material decisions regarding the Company's product candidates and commercialized products (including in-licensed assets and programs and products pursuant to joint venture or third party collaboration activities), including but not limited to, changes to the Company's chosen therapeutic area or focus, material changes to the allocation of or reductions in spending on research and development for the Company's programs, and material public affairs and public relations matters (including but not limited to drug pricing matters).

## **BOARD COMMITTEES**

### ***Number of Committees; Independence of Members***

The Board will constitute and maintain an Audit Committee, a Compensation Committee and a Nominating Committee. Only independent directors may serve on the Audit Committee, the Compensation Committee and the Nominating Committee, except to the extent otherwise allowed pursuant to the rules of the Exchange. In addition, pursuant to Section 4.1(b) of the Investor Rights Agreement, the Audit Committee must be comprised solely of Independent Directors. The Board may form, merge or dissolve additional committees as it deems appropriate.

### ***Committee Functions and Charters***

All standing committees will operate pursuant to a written charter approved by the Board that sets forth the responsibilities of the committee and procedures that the committee will follow. Unless otherwise directed by the Board, new committees formed by the Board will develop a written charter delineating its responsibilities and recommend such charter to the Board for adoption. Each committee will periodically review its charter and recommend any proposed charter changes to the Board.

### ***Board Committee Membership***

The Nominating Committee will make annual recommendations to the Board regarding the chairperson and the composition of each committee of the Board. Prior to making any such recommendations, the Nominating Committee shall consider the interests, independence, diversity and experience of the individual directors, the independence, diversity and experience requirements and other rules and regulations of the Exchange and the SEC, the Audit Committee membership requirements set forth in the Investor Rights Agreement, and applicable law.

### ***Committee Meetings and Agenda***

The committee chairperson, in consultation with committee members, will determine the frequency and length of the meetings of such committee, consistent with any requirements set forth in such committee's charter. The chairperson of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda for each meeting.

### **BOARD ACCESS TO MANAGEMENT; USE OF OUTSIDE ADVISORS**

Board members have complete and open access to the Company's management in performing their obligations and discharging their duties as directors. However, Board members are expected to use their judgment to ensure their contact with management is not distracting to the operations of the Company or to management's duties and responsibilities and that such contact, to the extent reasonably practical or appropriate, is coordinated through the Principal Executive Officer. Board members should copy the Principal Executive Officer on written communications to management whenever appropriate.

The Board and each committee shall have the power to hire, at the expense of the Company, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company. The Board and each committee shall ensure any such retained advisors are obligated to maintain the confidentiality of information shared with them. In addition, subject to the obligations of confidentiality set forth in the Investor Rights Agreement or any other agreement between the Company and Sumitomo Dainippon, so long as Sumitomo Dainippon directly or indirectly holds a controlling interest in the Company, the Board and each committee may consult with appropriate subject matter experts of Sumitomo Dainippon or its affiliates.

### **PRINCIPAL EXECUTIVE OFFICER EVALUATION**

The Board and the Compensation Committee shall conduct an annual review of the Principal Executive Officer's performance. The Board and the Compensation Committee will (1) evaluate the Principal Executive Officer's performance based on objective criteria including performance of the business, accomplishment of long-term strategic objectives and the development of management and (2) use the evaluation in the course of their deliberations when considering the compensation of the Principal Executive Officer.

### **SUCCESSION PLANNING**

The Nominating Committee should develop and periodically review with the Principal Executive Officer the Company's succession plans with respect to its executive officers and recommend to the Board appropriate individuals to succeed to these positions. The Principal Executive Officer should evaluate potential successors and review any development plans recommended for such individuals, and make his or her recommendations and evaluations available for review by the Board.

### **BOARD ASSESSMENT**

The Nominating Committee may periodically review, discuss, and assess the performance of the Board and the committees as well as individual directors, seeking input from the full Board and others as deemed appropriate. The Nominating Committee may also consider and assess the independence of directors. The Nominating Committee should provide the results of these evaluations to the Board for further discussion, as appropriate.

## **REVIEW AND MODIFICATION OF GOVERNANCE GUIDELINES**

The Nominating Committee will periodically review and assess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval. For as long as the Company shall remain subject to the Investors Rights Agreement, then pursuant to Section 4.1(g) of the Investor Rights Agreement, the provisions of these Guidelines relating to the Lead Independent Director can only be modified with the approval of the Audit Committee and the Board.

## **PROCESS FOR SHAREHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS**

Shareholders wishing to communicate with the Board or an individual director may send a written communication to the Board or such director *c/o* Urovant Sciences Ltd., Suite 1, 3<sup>rd</sup> Floor, 11-12 St. James's Square, London, SW1Y 4LB, United Kingdom, Attn: Secretary. Written communications must set forth the name and address of the Shareholder on whose behalf the communication is sent and the number and class of shares of the Company that are owned beneficially by such Shareholder as of the date of the communication.

The Secretary will forward each communication to the Company's Chief Compliance Officer or his or her designee, and such person will forward such communication to the Board or to any individual director to whom the communication is addressed unless the communication contains advertisements or solicitations or is unduly hostile, threatening or similarly inappropriate, in which case the Chief Compliance Officer or his or her designee shall discard the communication.