



Research & Development Committee Charter

Version: v.1

Effective Date: 01 May 2022

Approved by the Board of Directors: 27 April 2022



1. Status

The Research & Development ('R&D Committee') is a committee of the Board of Directors of the Company ('the Board') established in accordance with the procedures for Board of Directors Meeting Management.

2. Purpose

The R&D Committee shall assist the Board with the oversight of the Company's portfolio and clinical development strategy.

3. Membership

The R&D Committee shall consist of at least 3 and up to 5 members. Members of the R&D Committee are elected for a one-year term by the members of the Board. Election usually takes place at the Board meeting following the approval of the audited accounts of the previous financial year. However, any member of the R&D Committee can be removed by the Board at any time upon written notice.

One of the members of the R&D Committee shall be designated by the Board as Chair of the R&D Committee.

Except for agenda items reserved for the R&D Committee's internal discussion at each meeting, the Chief Medical Officer may attend and speak, without voting rights. The R&D Committee can also invite other members of the Senior Management Team to attend its meetings.

4. Responsibilities

The primary function of the R&D Committee is to support management by providing input into the areas of oversight set out in paragraph 2 and update the Board, making recommendations to the Board as needed.

The R&D Committee shall have the following responsibilities:

- Review and make recommendations regarding the Company's portfolio strategy
- Prioritise investments into development programs.
- Review and make recommendations regarding clinical strategy and trial design for new studies.
- Review scientific findings arising from collaborations and translational studies

5. Meetings

The R&D Committee shall meet as often as it determines appropriate, but at least four times a year. Further, the R&D Committee shall meet upon request of a member of the R&D Committee, the CEO or the Chief Medical Officer.



Meetings shall be convened at not less than 7 days' written notice to all members of the R&D Committee, and such notice shall include an agenda for the meeting in question. Any written material relating to the individual agenda items shall, to the extent possible, be forwarded to the members together with the notice convening the meeting. Meetings may take place in whole or in part via video conference facilities.

6. Quorum

The R&D Committee forms a quorum when two or more of its members are present.

7. Conflict of interests

A member of the R&D Committee may not participate in the consideration of matters where such member has a material interest therein, whether directly or indirectly, which may conflict with the interests of the Company.

8. R&D Committee Member Fees

Members of the R&D Committee shall receive an annual fee in accordance with the Company's Remuneration Policy, proposed by the Board and approved by the Annual General Meeting.

9. Reporting to the Board

Following each meeting of the R&D Committee, the secretary will send the minutes of the meeting to the Board.

10. R&D Committee Reporting

The R&D Committee shall prepare such R&D Committee reports as may be required by applicable law or deemed appropriate to be included in the Company's financial reporting or on its website.

11. Adoption of Charter

This Charter has been approved by the Board at its meeting held on 27 April 2022.