

## SUMMIT THERAPEUTICS PLC

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### A. Purpose

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of Summit Therapeutics plc (the “Company”) is to:

- recommend to the Board the persons to be nominated for election as directors at any meeting of shareholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board;
- recommend to the Board the directors to be appointed to each committee of the Board;
- develop and recommend to the Board corporate governance guidelines; and
- oversee the evaluation of the Board.

This Charter should be applied in a manner consistent with all applicable laws, regulations and stock market rules and the Company’s articles of association, each as amended and in effect from time to time.

#### B. Structure and Membership

1. Number. The Nominating and Corporate Governance Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by applicable NASDAQ rules, each member of the Nominating and Corporate Governance Committee shall be an “independent director” as defined by NASDAQ Rule 5605(a)(2).
3. Chair. Unless the Board elects a Chair of the Nominating and Corporate Governance Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Nominating and Corporate Governance Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Nominating and Corporate Governance Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Nominating and Corporate Governance Committee from such Committee, with or without cause.

## C. **Authority and Responsibilities**

### **General**

The Nominating and Corporate Governance Committee is authorized by the Board in the following matters.

### **Board and Committee Membership**

1. Selection of Director Nominees. Except where the Company is legally required by contract, laws, its articles of association, or otherwise to provide third parties with the right to nominate directors, the Nominating and Corporate Governance Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board and (ii) recommending to the Board the nominees for election as directors at any meeting of shareholders and the persons to be elected by the Board to fill any vacancies on the Board.
2. Criteria for Selecting Directors. The criteria to be used by the Nominating and Corporate Governance Committee in recommending directors are as set forth in the Company's corporate governance guidelines. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the structure, size and composition of the Board as a whole and making recommendations with regards to changes. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by shareholders.
3. Selection of Committee Members. The Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.
4. Oversight of Board Committees. The Nominating and Corporate Governance Committee shall periodically review the composition of each Board committee and make recommendations to the Board for changes or rotation of committee members, the creation of additional Board committees, any changes in committee charters, taking into account input of the Board committees, as applicable, or the dissolution of Board committees.
5. Appointment Letters. Ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.

### **Corporate Governance**

6. Corporate Governance Guidelines. The Nominating and Corporate Governance Committee shall develop and recommend to the Board corporate governance guidelines applicable to the Company. The Nominating and Corporate

Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

7. Board Leadership Structure. As more fully provided for in the Company's corporate governance guidelines, the Nominating and Corporate Governance Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company.

#### **Evaluation of the Board; Succession Planning**

8. Evaluation of the Board. The Nominating and Corporate Governance Committee shall be responsible for overseeing a periodic self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.
9. Succession of Executive Officers. The Nominating and Corporate Governance Committee shall oversee a periodic review by the Board on succession planning for directors and executive officers, which shall include transitional leadership in the event of an unplanned vacancy.
10. Additional Duties. The Nominating and Corporate Governance Committee shall have such other duties as may be delegated from time to time by the Board.

#### **D. Procedures and Administration**

1. Meetings. The Nominating and Corporate Governance Committee shall meet as often as it deems necessary in order to perform its responsibilities and in any event shall meet at least twice a year. The Committee may also act by unanimous written consent in lieu of a meeting. The proceedings and resolutions of meetings of the Nominating and Corporate Governance Committee, including the names of those present and in attendance, shall be minuted by the Company Secretary and draft minutes of each meeting will be circulated promptly to all members of the Nominating and Corporate Governance Committee. Once approved, the minutes of each meeting will be submitted to the Board as a formal record of the decisions of the Nominating and Corporate Governance Committee on behalf of the Board unless it would be inappropriate to do so.
2. Subcommittees. The Nominating and Corporate Governance Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
3. Voting. Each member of the Nominating and Corporate Governance Committee shall have one vote which may be cast on matters considered at the meeting.

Votes can only be cast by members attending a meeting of the Nominating and Corporate Governance Committee and no member shall vote on any matter in which he or she has a personal interest. Save where he or she has a personal interest, the Chair will have a casting vote.

4. Attendance. Only members of the Nominating and Corporate Governance Committee have the right to attend Nominating and Corporate Governance Committee meetings but other directors and persons (such as the head of human resources) and external advisers may be invited to attend all or part of any meeting as and when appropriate.
5. Notice. Unless otherwise agreed or waived, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member of the Nominating and Corporate Governance Committee and any other person required to attend and all other non-executive directors no later than twenty-four hours before the date of the meeting. Any supporting papers shall be sent to each member of the Nominating and Corporate Governance Committee and other attendees (as appropriate) at the same time. Attendance at such Nominating and Corporate Governance Committee meeting shall constitute a waiver of notice on the part of the person so attending.
6. Reports to the Board. The Nominating and Corporate Governance Committee shall report regularly to the Board.
7. Charter. The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
8. Independent Advisors. The Nominating and Corporate Governance Committee is authorized, without further action by the Board, to engage search firms to identify director nominees and such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such firms and advisors as established by the Committee.
9. Investigations. The Nominating and Corporate Governance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any director, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee, and unrestricted access to such meetings. The Nominating and Corporate Governance Committee shall otherwise have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required.

10. Annual Self-Evaluation. Periodically, the Nominating and Corporate Governance Committee shall evaluate its own performance.