

SUMMIT THERAPEUTICS PLC

REMUNERATION COMMITTEE CHARTER

A. Purpose

The purpose of the Remuneration Committee of the Board of Directors (the “Board”) of Summit Therapeutics plc (the “Company”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive directors and executive officers. This charter should be applied in a manner consistent with all applicable law 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 Remuneration Committee shall consist of at least two members of the Board.
2. Independence. Except as otherwise permitted by applicable Nasdaq rules, each member of the Remuneration Committee shall be an “independent director” as defined by such rules.
3. Chair. Unless the Board elects a Chair of the Remuneration Committee, the Remuneration Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Remuneration Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Remuneration Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Remuneration Committee from such committee, with or without cause.

C. Authority and Responsibilities

General

The Remuneration Committee is authorized by the Board in the following matters.

Compensation Matters

1. Executive Officer Compensation. The Remuneration Committee shall review and approve, or recommend for approval by the Board, the compensation of the Company’s Chief Executive Officer (the “CEO”) and the Company’s other executive directors and officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); pension rights; severance arrangements; change-in-control benefits and other forms of executive

officer compensation. The remuneration of non-executive directors shall be a matter for the Board. No director or executive officer shall be involved in any decisions as to their own remuneration.

2. Evaluation of Executive Officers. The Remuneration Committee shall be responsible for overseeing the evaluation of the Company's executive officers. In conjunction with the Audit Committee in the case of the evaluation of the senior financial management, the Remuneration Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's executive officers, to be discussed periodically with the Board.
3. Plan Recommendations and Approvals. The Remuneration Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation and equity-based plans that are subject to approval by the Board and, where relevant, shareholders. In addition, the Remuneration Committee, or a majority of the independent directors serving on the Board, shall approve any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which shareholder approval is not sought and pursuant to which options or shares may be acquired by directors, employees or consultants of the Company.
4. Administration of Equity-Based Plans. The Remuneration Committee shall exercise all rights, authority and functions of the Board under all of the Company's share option, share incentive, employee share purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder, to make share awards thereunder and to set the performance targets to be used (subject in each case to the scheme rules and any applicable legal requirements, including those of the London Stock Exchange, Securities and Exchange Commission and Nasdaq Stock Market); provided, however, that, except as otherwise expressly authorized to do so by this charter, any such plan or a resolution of the Board, the Remuneration Committee shall not be authorized to amend any such plan. To the extent permitted by and consistent with applicable law, the articles of association and the provisions of a given equity-based plan, the Remuneration Committee may delegate to one or more executive officers of the Company the power to grant options or other share awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Remuneration Committee, or a majority of the independent directors serving on the Board, shall approve any inducement awards to be granted in reliance on the exemption from shareholder approval contained in Nasdaq Rule 5635(c)(4).
5. Compensation Consultants, Legal Counsel and Other Advisors. The Remuneration Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. The Remuneration

Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Remuneration Committee. The Remuneration Committee is empowered, without further action by the Board, to cause the Company to pay the compensation, as determined by the Remuneration Committee, of any compensation consultant, legal counsel and other advisor retained by the Remuneration Committee. The Remuneration Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor, only after taking into consideration the applicable factors affecting independence that are specified in Nasdaq Rule 5605(d)(3)(D).

6. Additional Duties. The Remuneration Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Remuneration Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Remuneration Committee may also act by unanimous written consent in lieu of a meeting. The proceedings and resolutions of meetings of the Remuneration 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 Remuneration Committee. Once approved, the minutes of each meeting will be submitted to the Board as a formal record of the decisions of the Remuneration Committee on behalf of the Board unless it would be inappropriate to do so.
2. Subcommittees. The Remuneration Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom is a non-executive director.
3. Voting. Each member of the Remuneration 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 Remuneration 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 Remuneration Committee have the right to attend Remuneration Committee meetings but other directors and persons (such as the head of human resources) and external advisors 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 Remuneration 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 Remuneration Committee and other attendees (as appropriate) at the same time. Attendance at such Remuneration Committee meeting shall constitute a waiver of notice on the part of the person so attending.

6. Reports to Board. The Remuneration Committee shall report regularly to the Board.
7. Charter. The Remuneration Committee shall arrange for periodic reviews of its own performance and, at least annually, the Remuneration Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
8. Investigations. The Remuneration 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 Remuneration Committee or any advisors engaged by the Remuneration Committee, and unrestricted access to such meetings. The Remuneration 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.
9. Annual Report. The Remuneration Committee shall produce a remuneration report on the Company's directors to be included in the Company's Annual Report.