

## Terms of Reference of the Redx Science Committee

### 1. Introduction

**1.1.** The Science Committee (the "**Committee**") was established in accordance with Redx Pharma plc's Articles of Association by a resolution of the Board passed on 8 March 2022. This document contains the Committee's terms of reference and was approved by the Board on 8 March 2022.

**1.2.** The Committee has delegated authority from the Board in respect of the functions and powers set out in these terms of reference. The operation of the Committee shall be subject to the Articles and the U.K. Companies Act 2006.

**1.3.** In this document, references to:

**1.3.1. "Board"** are to the board of directors of Redx;

**1.3.2. "Group"** are to the group of undertakings of which Redx is the parent; and

**1.3.3. "Redx"** are to Redx Pharma plc.

### 2. Membership

**2.1.** Members of the Committee shall be appointed by the Board in consultation with the chairperson of the Committee. The Committee shall be made up of at least two members.

**2.2.** The Board shall appoint a member of the Committee to be the chairperson of the Committee. The chairperson shall chair each meeting. In the absence of the chairperson and/or an

appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

**2.3.** The Committee may issue standing invitations to certain senior executives and management of the Group to attend and participate in Committee meetings on a permanent basis.

### 3. Secretary

**3.1.** The company secretary of Redx or his/her nominee shall act as the secretary of the Committee.

### 4. Meetings

**4.1.** The Committee shall meet at least two times a year and at such other times as the chairperson of the Committee shall request.

**4.2.** Meetings of the Committee shall be called by the secretary of the Committee at the request of the chairperson of the Committee or any other member.

**4.3.** Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be provided to each member of the Committee and any other person invited to attend in good time before the date of the meeting. Supporting papers shall be sent to Committee members and other attendees as appropriate in advance of each meeting.

**4.4.** The quorum necessary for the transaction of business shall be two members. A duly convened meeting of

the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## **5. Minutes of Meetings**

**5.1.** The secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, with scientific support as required, including the names of those present and in attendance.

**5.2.** Minutes of Committee meetings shall be circulated promptly to all members of the Committee.

## **6. Duties**

**6.1.** The Committee shall assist the Board in reviewing, assessing and overseeing the quality, competitiveness and integrity of the Group's research and development ("**R&D**") activities.

**6.2.** The Committee shall:

**6.2.1.** review and assess the Group's R&D programs and strategies and provide input on key aspects through a portfolio review process agreed with the Group's senior executives and management;

**6.2.2.** monitor and oversee the Group's progress in achieving, and make recommendations to the Board about, R&D goals, prioritisation and objectives;

**6.2.3.** perform strategic reviews of the Group's key R&D programs as well as on the scientific and R&D aspects of licensing, strategic partnerships and acquisitions or divestures;

**6.2.4.** review the Group's scientific publication and communications plan;

**6.2.5.** review and assess the Group's intellectual property portfolio and strategy;

**6.2.6.** evaluate and challenge the effectiveness and competitiveness of the R&D endeavours of the Group;

**6.2.7.** oversee the responsibility of the Group's senior executives and management to assess and manage risks associated with the Group's R&D programs and regulatory matters;

**6.2.8.** serve as a resource for the Group's senior executives and management to consult on scientific and regulatory matters as reasonably requested; and

**6.2.9.** oversee good governance of all R&D activities in line with regulatory and ethical standards, including maintaining scientific integrity, ensuring research involving animals is ethical and responsible and ensuring patient rights and well-being, and assist in the formulation of appropriate policies.

**6.3.** The Committee shall identify and report to the Board on significant emerging science and technology issues and trends that may impact the Group.

**6.4.** The Committee shall also work and liaise as necessary with other Board committees and shall consider other matters as may be referred to the Committee by the Board from time to time.

## **7. Reporting Responsibilities**

- 7.1.** The chairperson of the Committee shall report back to the Board about the Committee's work at the next Board meeting following a Committee meeting, any site visits or other meetings related to the work of the Committee.
- 7.2.** The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## **8. Other**

- 8.1.** The Committee shall, at least once a year, review its own performance, constitution and remit to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 8.2.** The Committee shall have access to sufficient resources in order to carry out its duties, including access to the company secretary of Redx for assistance as required.
- 8.3.** The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

## **9. Authority**

- 9.1.** The Committee is authorised by the Board to seek any information it requires from any director or employee of Redx in order to perform its duties.
- 9.2.** The Committee may, from time to time and at Redx's expense within any limits prescribed by the Board, work with and obtain advice from external

subject-matter experts in relation to its activities.