



1 Membership

1.1 The Committee Chair shall be designated as a Scientific and Medical Expert.

2 Attendance at Meetings

2.1 Only members of the Committee have the right to attend Committee meetings. However, the Chair and the following Executives shall attend the Committee's meetings as required:

- i) CSO, and
- ii) CEO;

2.2 Other Executives, the Chief Medical Officer, and independent scientific advisers will be invited to attend the Committee as necessary.

3 Frequency of Meetings

3.1 The Committee shall meet three times a year or more frequently if necessary to consider specific issues.

4 Duties

4.1 The Committee shall:

4.1.1 Support the Board in its understanding of the key strategic themes, upon which the Company's R&D strategy is based, and of any external transactions, by:

- i) Performing in depth reviews of the underlying scientific assumptions;
- ii) Providing oversight of the selection of R&D pipeline goals and business development priorities;
- iii) Providing the Board with technical assurance; and
- iv) Providing Risk Oversight of R&D.

4.1.2 As required, oversee the design and operation of pipeline-related performance measures for Executive Directors, the CSO (in the context of the R&D organisation) and the wider GLT and make recommendations to the Remuneration Committee for consideration and approval.

4.1.3 Support the Audit & Risk Committee as required in its oversight of all significant scientific-related risks, including relevant Enterprise Risks.