

**Mereo BioPharma Group plc
("the Company")**

**Nomination and Corporate Governance
Committee**

Terms of Reference

Mereo BioPharma Group plc ("the Company")

NOMINATION AND CORPORATE GOVERNANCE COMMITTEE TERMS OF REFERENCE

Reference to "the Board" shall mean the board of directors.

Reference to "the Committee" shall mean the Nomination and Corporate Governance Committee.

Reference to "the Code" shall be to the UK Corporate Governance Code.

The Committee was established by the Board on 19 October 2015.

1. Membership

- 1.1 The Committee shall be made up of at least three members of whom the majority are independent non-executive directors. Members of the Committee shall be appointed by the Board.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the chief executive, the chief financial officer and external advisers may be invited to attend for all or part of any meeting as and when appropriate.
- 1.3 Appointments to the Committee shall be for a period of up to three years which may be extended for a further two periods of up to three years provided the director still meets the criteria for membership of the committee.
- 1.4 The Board shall appoint the Committee chairman who should either be the chairman of the Board or an independent non-executive director. In the absence of the Committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board. The chairman of the Board shall not chair the Committee when it is dealing with the matter of succession of the chairmanship.
- 1.5 The initial members of the Committee shall be Dr Peter Fellner, Dr Anders Ekblom, Dr Frank Armstrong, Mr Kunal Kashyap, Mr Paul Blackburn and Mr Peter Bains.

2. Secretary

The Company secretary or their nominee shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Quorum

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.

4. Meetings

The Committee shall meet at least twice a year and at such other times as the Chairman of the Committee shall require.

5. Notice of Meetings

5.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the Committee chairman.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive director no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

6. Minutes of Meetings

6.1 The secretary shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.

6.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee, and, once agreed, to all members of the board, unless in the opinion of the Committee chairman it would be inappropriate to do so.

7. Annual Meeting

The Committee chairman should attend the annual general meeting to answer any shareholder questions on the Committee's activities.

8. Duties

The Committee shall carry out the duties detailed below for the parent company, major subsidiary undertakings and the group as a whole, as

appropriate (and references to the Company shall be interpreted accordingly):

- 7.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- 7.2 give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
- 7.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as they arise;
- 7.4 before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
 - 7.4.1 use open advertising or the services of external advisers to facilitate the search;
 - 7.4.2 consider candidates from a wide range of backgrounds;
 - 7.4.3 consider candidates on merit and against objective criteria and with regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position;
- 7.5 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 7.6 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 7.7 review annually the time required from non-executive directors. Performance evaluations should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;
- 7.8 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 ;
- 7.9 for the appointment of a chairman, the Committee should prepare a job specification, including the time commitment expected. A proposed chairman's other significant commitments should be disclosed to the board before appointment and any changes to the chairman's commitments should be reported to the Board as they arise;
- 7.10 prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that

- may result in a conflict of interest and be required to report any future business interests that could result in conflicts of interest;
- 7.11 review the results of the Board performance evaluation process that relate to the composition of the Board; and
 - 7.12 work and liaise as necessary with all other Board committees.

The Committee shall also make recommendations to the Board concerning:

- 7.13 formulating plans for succession for both executive and non-executive directors in particular for the key roles of chairman and chief executive officer;
- 7.14 suitable candidates for the role of senior independent director;
- 7.15 membership of the audit and remuneration committees, in consultation with the chairmen of those committees;
- 7.16 the reappointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the board in light of the knowledge, skills and experience required;
- 7.17 the re-election by shareholders of directors under the annual re-election provisions of the Code or the retirement by rotation provisions in the Company's articles of association, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the board (particularly in relation to directors being re-elected for a term beyond six years);
- 7.18 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract; and
- 7.19 the appointment of any director to executive or other office.

9. Reporting Responsibilities

- 9.1 The Committee chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall produce a report to be included in the Company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company.
- 9.4 The report referred to in 9.3 above should include a statement of the board's policy on diversity, including gender, any measurable

objectives that it has set for implementing the policy, and progress on achieving the objectives.

10. Other

The Committee shall:-

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- 10.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members;
- 10.3 give due consideration to laws and regulations, the provisions of the Code, the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate; and
- 10.4 at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. Authority

- 11.1 The Committee is authorised by the Board to seek any information it requires from any employee of the company in order to perform its duties.
- 11.2 In connection with its duties, the Committee is authorised by the Board to obtain, at the company's expense, any outside legal or other professional advice (subject to any budgetary constraints imposed by the Board).