

EXSCIENTIA PLC

AMENDED AND RESTATED CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

1. PURPOSE AND POLICY

- 1.1. The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of EXSCIENTIA PLC (the “**Company**”) is to:
- help the Board oversee the Company’s corporate governance functions and develop, update as necessary, and recommend to the Board the governance principles applicable to the Company;
 - identify, evaluate, recommend, and communicate with candidates qualified to become Board members or nominees for directors of the Board consistent with criteria approved by the Board; and
 - make other recommendations to the Board relating to the directors of the Company.

2. COMPOSITION

- 2.1. The Committee will consist of at least two members of the Board. The members of the Committee, including the Chairperson, will be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.
- 2.2. Each member of the Committee will satisfy:
- the independence requirements imposed by the U.S. Securities and Exchange Commission (the “**SEC**”), The Nasdaq Stock Market LLC (“**Nasdaq**”) and any other stock exchange that lists the Company’s American Depositary Shares (“**ADSs**”), or ordinary shares, including any exceptions permitted by such requirements;
 - any other qualifications determined by the Board; and
 - any other requirements imposed by applicable law.

3. AUTHORITY

- 3.1. The Committee will have access to all Company books, records, facilities, and personnel as deemed necessary or appropriate by any member of the Committee. The Committee will communicate with the Board, Committee chairpersons, members of senior management, and independent professional advisors to the Board and its various committees, as appropriate. If the Committee concludes that it must retain legal, accounting, or other outside advisors, it may do so and determine compensation for those advisors at the Company's expense. The Committee shall have sole authority to retain and terminate executive search firms to help identify director candidates. The Committee may also pay, at the Company's expense, ordinary administrative expenses it deems appropriate in carrying out its duties. The Committee will have authority to require that any of the Company's personnel, legal, accounting, or other outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its special, legal, accounting, or other outside advisors.
- 3.2. The Committee may form and delegate authority to one or more subcommittees to the extent consistent with the Company's articles of association (the "**Articles**"), the Nasdaq Listing Rules or the rules of any other stock exchange that lists the Company's ADSs or ordinary shares and other applicable law. By delegating an issue to a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities. The operation of the Committee shall be subject to the Articles as in effect from time to time and the U.K. Companies Act 2006 (the "**Companies Act**").

4. RESPONSIBILITIES

The Committee's responsibilities are a guide and should remain flexible to account for changing circumstances and needs. The Committee may supplement or, unless required by law, the Nasdaq Listing Rules or the rules of any other stock exchange that lists the Company's ADSs or ordinary shares, deviate from its duties, as appropriate, and establish policies and procedures consistent with applicable rules and regulations. Following the Public Effective Date the Committee shall have the following responsibilities:

- 4.1. **Director Nominations.** The Committee will identify and evaluate candidates, including nomination of incumbent directors for re-election and nominees recommended by shareholders to serve on the Board. The Committee will use criteria approved by the Board, including consideration of the potential conflicts of interest, director independence, and other requirements. The Committee will monitor and evaluate the composition, organisation, and size of the Board. The Committee will also have the power and authority to establish any policies, requirements, criteria, and procedures relating to its activities, and will make recommendations to the Board regarding nominees for director at the next annual meeting.
- 4.2. **Shareholder Communications.** The Committee's power and authority includes establishing policies and procedures to facilitate shareholder communications with the Board. The Committee will review any proposals properly submitted by shareholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each proposal.
- 4.3. **Board Assessment.** The Committee will periodically review the performance of the Board, including Board committees. The assessment of the Board shall include evaluation of the Board's contribution

as a whole and the Board's effectiveness in serving the best interests of the Company and its shareholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills, diversity and expertise appropriate for the Company. The Board and the Nominating Committee actively seek to achieve a diversity of professional and personal backgrounds on the Board, including diversity with respect to demographics such as gender, race, ethnic and national background, geography, age and sexual orientation. In assessing the directors, both individually and collectively, executive and non-executive, the Committee may consider the current needs of the Board and the Company to maintain a balance of knowledge, experience, diversity and capability in various areas. As appropriate, the Committee will make recommendations to the Board for areas of improvement. The Committee will also consider the independence of directors and the requirements imposed by the SEC, Nasdaq, and any other stock exchange that lists the Company's ADSs or ordinary shares and assess the independence of directors.

- 4.4. Board and Committee Nominations.** The Committee will oversee the Board's committee structure and operations, including authority to delegate to subcommittees and the Audit Committee, the Remuneration Committee, and this Committee. The Committee will evaluate individual directors' interests, and prospective director independence, experience, and the independence requirements imposed by the SEC, Nasdaq, and any other stock exchange that lists the Company's ADSs or ordinary shares and recommend to the entire Board annually the chairmanship and the membership of each committee.
- 4.5. Management Succession.** The Committee will review and evaluate with the Chief Executive Officer the succession plans for the Company's executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed these positions.
- 4.6. Environmental, Social and Corporate Governance (ESG) Matters.** Oversee and periodically review ESG matters relevant to the Company's business and operations, including policies and practices concerning (i) corporate social responsibility, (ii) environmental sustainability, (iii) employee diversity and (iv) political contributions and lobbying activities.
- 4.7. Cybersecurity Risk Assessment and Management.** To review and discuss with management risks relating to data privacy, technology and information security, including cyber security and back-up of information systems, and the steps the Company has taken to monitor and control such exposures.
- 4.8. Continuing Education.** The Committee may institute plans or programs for the continuing education of directors and orientation of new directors, as it deems appropriate. The Committee shall 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.
- 4.9. Procedures for Information Dissemination.** The Committee will periodically review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant, and appropriately detailed information to the Board and its committees on a timely basis.
- 4.10. Other Matters.**

- (a) **Committee Self-Assessment.** The Committee will annually evaluate its performance and the adequacy of this Charter.
- (b) **General Authority.** The Committee will perform such other functions and have such other powers as may be necessary or appropriate in complying with the policies of this Charter. The Committee will also have the power and authority to make any disclosures required by applicable law in connection with the exercise of its authority.
- (c) **General Compliance.** The Committee shall perform all its duties on the basis of the considerations required to be taken into account by the rules of any stock exchange on which the Company's ADSs or ordinary shares are listed, all applicable codes of practice and laws, and the Committee's view of good practice at the relevant time. In addition, while carrying out its duties, the Committee shall have due regard to their duties as directors of the Company, including their duties under the Companies Act.

5. MEETINGS AND MINUTES

- 5.1.** The quorum necessary for the transaction of business shall be two members and the Committee may act by a vote of a majority of the members present at such meeting.
- 5.2.** The Committee will meet whenever its members deem a meeting necessary or appropriate. The Committee will determine where and when to meet and provide this schedule in advance to the Board. 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 and any other person required to attend no later than five working days before the date of the meeting.
- 5.3.** Unless otherwise directed by the Committee, each regularly scheduled meeting will conclude with an executive session that excludes members of management. From time to time, or when requested by the Board, the Chairperson of the Committee will report to the Board.
- 5.4.** The Committee will maintain written minutes of its meeting and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book.

Adopted by the Board of Directors: 15 November, 2023

Effective: 15 November, 2023