

<b>Nomination and Governance Committee</b>	
<b>Terms of Reference</b>	
<b>Constitution</b>	
<b>1.</b>	<p><b>Constitution</b></p> <p>The Board of Directors (the '<b>Board</b>') of Hikma Pharmaceuticals PLC ('<b>Hikma</b>' or the '<b>Company</b>') has established a Nomination and Governance Committee (the '<b>Committee</b>') in accordance with the principles of the UK Governance Code (the '<b>Code</b>'). The Board has approved these terms of reference as the document that constitutes the Committee and mandates that the Committee undertakes the duties detailed in this document and reports to the Board accordingly.</p>
<b>2.</b>	<p><b>Membership</b></p> <p>The membership of the Committee shall be determined by the Board taking into account the advice of the Nomination and Governance Committee. Membership of the Committee shall comply with the following reference points:</p> <ul style="list-style-type: none"> <li>• <b>Eligibility:</b> Independent Non Executive Directors and Executive Directors can be members of the Committee, provided that the majority shall be classified as Independent Non-Executive Directors.</li> <li>• <b>Minimum:</b> the minimum number of members shall be three</li> <li>• <b>Maximum:</b> there shall be no maximum number of members</li> <li>• <b>Tenure:</b> membership appointments are for a period of three years and may be renewed as long as the individual remains eligible for membership</li> </ul>
<b>3.</b>	<p><b>Chair</b></p> <p>The Chair of the Committee shall be either the Chair of the Board, Senior Independent Director or an independent Non-Executive Director appointed by the Board.</p> <p>The Chair of the Board shall not chair meetings of the Committee when it is dealing with the matter of succession to the chairing of the Board.</p> <p>In the event that the Chair of the Committee is not available, the members may determine a chair to fulfil the role on an ad hoc basis.</p>
<b>4.</b>	<p><b>Decision making</b></p> <p>The Committee may make decisions at physical, electronic (telephone, internet, etc.) or otherwise duly convened meetings in accordance with these terms of reference and may make decisions by correspondence (oral or written), providing that:</p> <ul style="list-style-type: none"> <li>• all members receive the correspondence</li> <li>• members' decisions are recorded by the Secretary</li> <li>• the decisions are approved in accordance with the voting requirements</li> <li>• the decision are reported and ratified at the next meeting</li> </ul>
<b>Meetings</b>	
<b>5.</b>	<p><b>Secretary</b></p> <p>The Company Secretary of Hikma or their nominee shall act as Secretary to the Committee.</p>

6.	<p><b>Quorum</b></p> <p>The quorum necessary for the transaction of business shall be two members.</p>
7.	<p><b>Forum</b></p> <p>The Committee may hold physical, electronic (telephone, internet, etc.) or otherwise duly convened meetings.</p>
8.	<p><b>Attendees</b></p> <p>Only members of the Committee have the right to attend Committee meetings. Non-members may be invited to attend all or part of any meeting, as and when appropriate and necessary.</p>
9.	<p><b>Frequency</b></p> <p>The Committee shall meet as and when it is deemed necessary, normally 3 times a year.</p>
10.	<p><b>Notice and papers</b></p> <p>Meetings of the Committee shall be convened by the Secretary of the Committee at the request of any of its members. 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 invited to attend, no fewer than five working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.</p>
11.	<p><b>Voting</b></p> <p>In respect of any business to be decided, each member of the Committee shall have one vote whether considering business at a meeting or by correspondence. Approval of business is by simple majority and voting is determined as follows:</p> <ul style="list-style-type: none"> <li>• <b>Meetings:</b> When considering matters at a duly convened meeting, only members present are counted for voting purposes.</li> <li>• <b>Correspondence:</b> When considering matters by correspondence, all members are counted for voting purposes.</li> <li>• <b>Conflicts of interest:</b> If the Committee determines a member has a direct or indirect interest in a matter considered by the Committee, that member shall not be permitted to vote on that matter and will not be counted for voting purposes.</li> <li>• <b>Equality of votes:</b> in the event of an equality of votes, the Chair of the Committee shall have the casting vote.</li> </ul>
<b>Reporting</b>	
12.	<p><b>Board</b></p> <p>The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.</p>
13.	<p><b>Stakeholders</b></p> <p>The Committee Chair shall be responsible for engaging with stakeholders, physically or via other means including, telephone and internet etc., regarding the Committee's business, including matters such as</p>

	<ul style="list-style-type: none"> <li>• Being available at the Annual General Meeting,</li> <li>• Meeting with investors and other relevant external parties</li> <li>• Preparing a report about its activities and recommend it to the Board for approval and inclusion in the Company's annual report to shareholders. The report should include all information requirements set out in the UK Corporate Governance Code and relevant legislation and regulation</li> </ul>
<b>14.</b>	<p><b>Evaluation</b></p> <p>The Committee shall 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.</p>
<b>15.</b>	<p><b>Records</b></p> <p>The Secretary shall minute the proceedings and resolutions of all meetings and/or correspondence of the Committee. The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. Draft minutes of Committee meetings shall be circulated promptly to the Chair of the Committee.</p>
<b>Authority</b>	
<b>16.</b>	<p><b>General</b></p> <p>The Committee shall have any authority that is detailed in the Code for committees of its type and any matters delegated to it by the Board, including via the matters reserved.</p>
<b>17.</b>	<p><b>Information</b></p> <p>The Committee is authorised to seek any information or assistance that it requires from any employee or contractor of the Company in order to perform its duties and all employees and contractors are directed to co-operate with any request made by the Committee. The Committee is authorised to have unrestricted access to Company documents and information.</p>
<b>18.</b>	<p><b>Advice</b></p> <p>The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference which includes authorisation to employ the services of search consultants and secure the attendance of any individuals with relevant experience and expertise at Committee meeting if it considers this necessary.</p>
<b>Duties</b>	
<b>19.</b>	<p><b>General</b></p> <p>The Committee shall undertake the duties detailed in the Code for committees of its type. Should any of the duties detailed below conflict with the Code, then the duties detailed in the Code shall prevail.</p>
<b>20.</b>	<p><b>Board Review</b></p> <p>At least annually, the Committee shall review the structure of the Board, including</p> <ul style="list-style-type: none"> <li>• the balance of skills, knowledge, and experience</li> </ul>

	<ul style="list-style-type: none"> <li>• assessment of the independence of directors</li> <li>• the balance of independent and executive membership of the Board</li> <li>• the requirements of the Code in terms of board structure and any departures from the Code</li> <li>• consideration of board room diversity and targets</li> <li>• external commitments and availability of directors</li> <li>• consideration of the re-appointment of non-executive directors</li> <li>• review of the membership and chairing of the Board Committees and additional responsibilities of directors</li> </ul>
<p><b>21.</b></p>	<p><b>Succession Planning</b></p> <p>The Committee shall plan for the succession of both executive and non-executive directors (and in particular for the key roles of Chairman, Chief Executive Officer and Senior Independent Director), whilst also giving full consideration to succession planning of senior management appointments, taking into account the challenges and opportunities facing the Company, and accordingly, the Board's present and future needs for skills, expertise and overall diversity.</p>
<p><b>22.</b></p>	<p><b>Evaluation</b></p> <p>The Committee shall oversee the annual board and committee evaluation exercise, including recommending the appointment of third parties to undertake the work, consideration of issues to be addressed and ensuring that action is taken in respect of matters identified.</p>
<p><b>23.</b></p>	<p><b>Appointments</b></p> <p>Before an appointment is made, the Committee shall consider the results of the Board Review, Succession Plan and Board Evaluation in order to prepare a description of the role and capabilities required for the particular appointment.</p> <p>The Committee shall have exclusive responsibility for identifying and nominating candidates to fill Board vacancies as and when they arise who will be put to the Board for approval. In identifying suitable candidates, the Committee shall:</p> <ul style="list-style-type: none"> <li>• use open advertising or the services of external advisers to facilitate the search;</li> <li>• consider candidates on merit and against objective criteria, and with due regard for the benefits of diversity of the Board, including gender, taking care that appointees have enough time available to devote to the position;</li> <li>• consider the extent of the candidate's positions with external organisations.</li> </ul> <p>When appointing non-executive directors, the Committee will:</p> <ul style="list-style-type: none"> <li>• ensure appointees are given specified terms, subject to re-election and to statutory provisions relating to the removal of a director;</li> <li>• issue a formal letter of appointment, setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board</li> </ul>

	<p>meetings, which is made available for inspection by any person at the Company's registered office during normal business hours and at the Company's annual general meeting (for 15 minutes prior to, and during, the meeting); and</p> <ul style="list-style-type: none"> <li>oversee the induction process for the director</li> </ul>
<b>24.</b>	<p><b>Re-appointments</b></p> <p>When considering a director for re-appointment, the Committee will:</p> <ul style="list-style-type: none"> <li>take into consideration the "retirement by rotation" provisions in the Company's articles of association;</li> <li>have due regard to their performance and ability to contribute to the Board in the light of the balance of knowledge, skills and experience required; and</li> <li>ensure that any term beyond six years for a non-executive director be subject to a particularly rigorous review and take into account the need for progressive refreshing of the Board.</li> </ul> <p>The Committee shall be responsible for monitoring the time commitment required from a non-executive director, keeping under review their external positions and considering whether the non-executive directors are spending enough time to fulfil their duties.</p> <p>The Committee shall be consulted in any matters relating to the continuation in office as a director of any director at any time, including the suspension or termination of service of an executive director as employee of the Company, subject to the provisions of law and their service contract.</p>
<b>25.</b>	<p><b>Committee Membership</b></p> <p>The Committee shall monitor and review the membership and Chair of the Committee and the Audit, Remuneration and Compliance, Responsibility and Ethics Committees, in consultation with their respective Chairs.</p>
<b>26.</b>	<p><b>Chair of the Board</b></p> <p>For the appointment of Chair of the Board, the Committee shall prepare a job specification, including an assessment of the time commitment expected, recognising the need for availability in the event of crises. When appointing the Chair of the Board, the Committee shall consider:</p> <ul style="list-style-type: none"> <li>a candidate's other significant commitments, which should be disclosed to the Board before appointment and also disclosed in the Company's annual report, as it is "particularly important" that he/she have enough time to devote to the job; and</li> <li>the Code's provisions, specifically that no individual should be Chair of more than one FTSE 100 Company, that a chief executive should not (other than exceptionally) go on to be chairman of the same Company and that the chairman should, on appointment, meet the independence criteria set out in the Code.</li> </ul>
<b>27.</b>	<p><b>Conflict of Interest</b></p> <p>In respect to each director, the Committee shall review any interests the director may have which conflict or may conflict. When conflicts arise, the Committee shall make recommendation to the Board as to whether any such conflict should be authorised and, if so, as to the terms and conditions on which any such authorisation should be given by the Board. On a regular basis, any</p>

	<p>authorisation given by the shall be reviewed in order to determine whether the authorisation given should stand on the terms and conditions on which is has been given or whether additional terms and conditions should be imposed or whether the authorisation should be revoked (subject to giving the relevant Director notice of the proposed revocation).</p> <p>In the case of the review of interests, the effected members of the Committee shall not participate in the discussion or decision of the Committee and shall not participate in the recommendation to the Board.</p>
<b>28.</b>	<p><b>Corporate Governance</b></p> <p>The Committee shall oversee the Company's position in respect to the Code and corporate governance practice, and lead the annual corporate governance review, including:</p> <ul style="list-style-type: none"><li>• an evaluation of the Company's 'comply or explain' position with the Code;</li><li>• reviewing the appropriateness of the governance procedures detailed in the Board Governance Manual; and</li><li>• reporting governance issues to shareholders through overseeing the governance and Directors' report sections of the Company's annual report.</li></ul>
<b>29.</b>	<p><b>Reporting and disclosure</b></p> <p>The Committee shall be solely responsible for providing the following:</p> <ul style="list-style-type: none"><li>• the statement required to be included in a separate section of the annual report of the Company (i) describing the activities of the Committee and (ii) describing the process used in relation to Board appointments, and provide an explanation if neither an external search consultancy nor open advertising has been used in the appointment of a chairman or non-executive director; and</li><li>• the statement required to be included the the annual report of the Company identifying the membership of the Committee, number of Committee meeting held and attendance of individual directors over the course of the year.</li></ul>