

**Mereo BioPharma Group plc
(the “Company”)**

Remuneration Committee

Terms of Reference

Mereo BioPharma Group plc (the “Company”)

REMUNERATION COMMITTEE TERMS OF REFERENCE

Reference to “the Board” shall mean the board of directors.

Reference to “the Committee” shall mean the Remuneration Committee.

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

These terms of reference were amended on 4 April 2019, 3 December 2020 (effective 18 December 2020), 29 March 2021, 18 March 2022 and 13 December 2023 (effective 1 January 2024).

1. **Membership**

- 1.1 The Committee shall be made up of at least three members, each of whom shall be independent non-executive directors and an “independent director” as defined by Rule 5605(a)(2) of the listing rules of The Nasdaq Stock Market LLC (“Nasdaq”) and otherwise meet the applicable criteria for independence set forth in Rule 5605(d)(2) of Nasdaq, except as otherwise permitted by applicable Nasdaq rules and as contemplated by paragraph 1.3. Members of the Committee shall be appointed by the Board, on the recommendation of the nomination and corporate governance committee and in consultation with the chair of the Committee.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the chief executive officer (“CEO”), other executives and external advisers may be invited to attend for all or part of any meeting as and when appropriate and necessary. The CEO may not be present during voting or deliberations on his or her compensation, but the Committee may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other executive officer compensation.
- 1.3 One non-independent director who is not a current executive officer, employee or family member of an executive officer may serve on the Committee if the Board, under exceptional and limited circumstances, determines that membership on the Committee by that person is required by the best interests of the Company and its

shareholders. If such a non-independent director is appointed in this manner, they should be identified either on or through the Company's website or in the annual report the nature of the relationship along with the reasons for using this exception. In addition, the Company must provide any disclosure required by Instruction 1 to Item 407(a) of Regulation S-K regarding its reliance on this exception. A member appointed under this exception may not serve longer than two years.

- 1.4 The Board shall appoint the Committee chair who shall be an independent non-executive director. In the absence of the Committee chair 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.
- 1.5 The members of the Committee shall be set out in the annual report of the Company.

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 chair of the Committee determines is necessary to carry out the responsibilities of the Committee.

5. **Notice of Meetings**

Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the Committee chair. 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 directors no later than three working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, so as to allow a reasonable period of time (at the discretion of the Committee chair) for the attendees to review the papers in advance.

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 chair it would be inappropriate to do so.

7. **Annual Meeting**

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

8. **Duties**

The Committee shall have overall responsibility for approving and evaluating all compensation programs, policies, and plans as they affect the CEO and other members of senior management and to 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):

- 8.1 determine and agree with the Board upon the framework or broad policy for the remuneration the Company's chair, CEO, any other executive directors, the company secretary and other members of senior management as it is designated to consider, including pension rights and any compensation payments. No director or manager shall be present or involved in any decisions as to their own remuneration;
- 8.2 in determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements. The objective of such policy shall be to ensure that senior management of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company;
- 8.3 when setting remuneration policy for non-executive directors, review and have regard to the remuneration trend across the Company, especially when considering annual salary increases;
- 8.4 recommendations by the Committee on non-executive remuneration will be referred by the Committee to the Board for approval;
- 8.5 review the ongoing appropriateness and relevance of the remuneration policy;
- 8.6 approve the design of, and determine the performance

measures and targets for the Company, and evaluate achievements against those targets any performance related pay schemes operated by the Company and approve the total annual payments made under such schemes;

- 8.7 review the design of all share incentive plans for approval by the Board and shareholders. For any such plans, determine each year whether awards will be made and, if so, the overall amount of such awards, the individual awards to senior management, the vesting terms and performance measures and targets (if any) to be used; to the extent permitted by and consistent with applicable law and the provisions of a given equity-based plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other share or equity-based awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) or directors of the Company;
- 8.8 approve, or recommend for approval by the Board, any inducement awards to be granted in reliance on the exemption from stockholder approval contained in Nasdaq Rule 5635(c)(4);
- 8.9 determine the policy for, and scope of, pension arrangements for the CEO and each designated member of senior management;
- 8.10 ensure that contractual terms on termination of employment, and any payments made, are fair to the individual, and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- 8.11 periodically and as and when appropriate, review and approve the following as they affect the CEO and other members of senior management: (a) any employment agreements and severance arrangements; (b) any change-in-control agreements and severance protection plans and change-in-control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for the CEO and other members of senior management and individuals who formerly served in those positions, including supplemental retirement benefits and the perquisites provided to them during and after employment;
- 8.12 monitor the Company's compliance with the requirements of the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting executive compensation and benefits;
- 8.13 at least annually, review all incentive compensation arrangements for the purpose of assessing whether risks

- arising from the design or implementation of those arrangements do not encourage unnecessary risk-taking;
- 8.14 at least annually, evaluate the performance of the Company's CEO and, in consultation with the CEO, the other members of senior management, in light of the Company's and individuals applicable goals and objectives;
 - 8.15 within the terms of the agreed policy and in consultation with the chair and/or CEO as appropriate, propose the total individual remuneration package of the chair, the CEO and other members of the senior management including annual base salaries, bonuses, incentive payments and share options or other share awards. Any revision of the CEO's remuneration package shall be reviewed by the Committee and following completion of such review will be recommended to the Board for approval;
 - 8.16 in determining such packages and arrangements, give due regards to any relevant legal requirements;
 - 8.17 oversee any major changes in employee benefits structures throughout the Company;
 - 8.18 agree the policy for authorising claims for expenses from the chair and directors;
 - 8.19 ensure that all provisions regarding disclosure of remuneration including pensions are fulfilled;
 - 8.20 be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any compensation consultants who advise the Committee after taking into consideration the factors relevant to advisor independence set forth in Nasdaq Listing Rule 5605(d)(3): and to obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity. To help fulfil its obligations, the Committee shall have full authority to appoint compensation consultants and to commission or purchase any reports, surveys or information which it deems necessary, subject to any budgetary restraints imposed by the Board;
 - 8.21 ensure that provisions regarding disclosure of information relating to directors' remuneration including, where required by law, the directors' remuneration policy and its implementation, as set out in The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, the Companies Act 2006 and all other relevant laws, regulations and guidance (each as amended from time to time), are fulfilled and that a report on the directors' remuneration policy and practices is included in the Company's UK annual report and put to shareholders for approval at the Company's annual general meetings as necessary;

- 8.22 to the extent that the Company is required to include the “Compensation Discussion and Analysis” required by Item 402(b) of Regulation S-K (“CD&A”) in the Company’s Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C (collectively, the “Proxy Documents”), review and discuss with management the Company’s CD&A and consider whether it will recommend to the Board that the Company’s CD&A be included in the Proxy Documents;
- 8.23 if required, prepare the annual Compensation Committee Report pursuant to Item 407(e)(5) of Regulation S-K; and
- 8.24 the Committee will administer and oversee the Company’s compliance with the compensation recovery policy required by applicable SEC and Nasdaq rules.

9. **Reporting Responsibilities**

- 9.1 The Committee chair 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 should make available its terms of reference, explaining its role and the authority delegated to it by the Board. Where remuneration consultants are appointed, they should be identified in the annual report and a statement made as to whether they have any other connection with the Company.
- 9.4 Through the chair of the Board, ensure that the Company maintains contact as required with its principal shareholders about remuneration.

10. **Other Matters**

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 have access to appropriate funding from the Company, as determined by the Committee, for the payment of reasonable compensation to any advisors retained by the Committee;
- 10.3 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;
- 10.4 give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of directors of listed/non-listed companies

and formation and operation of share schemes including but not limited to the Nasdaq rules, the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”) and any other applicable rules, as appropriate; and

- 10.5 periodically evaluate its own performance and, at least once a year, review and assess its 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 conduct or authorize investigations on any activity within its terms of reference as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
- 11.2 In connection with its duties, the Committee is authorised by the Board to retain or obtain the advice of, in its sole discretion and at the Company’s expense, and provide appropriate funding to, compensation consultants, legal counsel or other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, legal counsel and other adviser retained by the Committee.
- 11.3 In connection with retaining or obtaining the advice of such consultants, legal counsel and advisers, other than in-house legal counsel, the Committee shall consider the factors affecting independence required by applicable laws, SEC and Nasdaq rules.
- 11.4 In addition to the duties and responsibilities expressly delegated to the Committee in these terms of reference, the Committee may exercise any other powers and carry out any other responsibilities consistent with these terms of reference, the purposes of the Committee and applicable laws.

12. **Delegation of Duties**

The Committee may form and delegate authority to one or more subcommittees, as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a “non-employee director,” as such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act and the rules and regulations thereunder), as permitted by applicable law and Nasdaq rules.