

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

Audit and Risk Committee

Terms of Reference

Mereo BioPharma Group plc (the “Company”)

AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

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

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

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

These terms of reference were amended on 4 April 2019, 30 September 2020, 3 December 2020 (effective 18 December 2020) and 13 January 2021.

1. Membership

- 1.1 Members of the Committee shall be appointed by the Board, on the recommendation of the nomination committee in consultation with the chairman of the Committee. The Committee shall be made up of at least three members.
- 1.2 Except as otherwise permitted by the applicable rules of The Nasdaq Stock Market LLC (“Nasdaq”), each member of the Committee shall be and “independent director” as defined under Rule 5605(a)(2) of Nasdaq, meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (subject to the exemptions provided in Rule 10A-3(c)), and not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement, at the time of his or her appointment to the Committee. In addition, at least one member must have past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. Unless otherwise determined by the Board (in which case disclosure of such determination shall be made in the Company’s annual report filed with the Securities and Exchange Commission (“SEC”)), at least one member of the Audit Committee shall be an “audit committee financial expert” (as

defined by applicable SEC rules). A director who qualifies as an “audit committee financial expert” under Section 407 of the Sarbanes-Oxley Act of 2002, is presumed to meet the financial sophistication requirement. The chairman of the Board shall not be a member of the Committee.

- 1.3 The compensation of the Committee members shall be as determined by the Board. No member of the Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than fees paid in his or her capacity as a member of the Board or of a committee of the Board.
- 1.4 Only members of the Committee have the right to attend Committee meetings. However, other individuals (where applicable) such as the chairman of the Board, chief executive officer, chief financial officer, other directors, the heads of risk, compliance and internal audit and representatives from the finance function may be invited to attend all or part of any meeting as and when appropriate.
- 1.5 The independent auditors of the Company and the finance director should be invited to attend meetings of the Committee on a regular basis.
- 1.6 Appointments to the Committee shall be for a period of up to three years which may be extended by no more than two additional periods of up to three years, so long as members continue to meet the requirements specified in paragraph 1.2 herein.
- 1.7 The Board shall appoint the Committee chairman who shall be an independent non-executive director and as at the date of the most recent amendment of these terms of reference is Michael Wyzga. 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.
- 1.8 Each member of the Committee shall disclose to the Committee:
 - a) Any personal financial interest in any matter to be decided by the Committee (other than as a shareholder);
 - b) Any potential conflict of interest arising from a cross directorship; andAny such member shall abstain from voting on resolutions of the Committee in relation to which such interests exist and from participating in the discussions regarding such resolutions and (if so requested by the Board) shall resign from the Committee.
- 1.9 The members of the Committee as at the date of the most recent amendment of these terms of reference are Michael Wyzga, Kunal Kashyap and Jeremy Bender.

2. **Secretary**

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

The Committee shall meet at least three times a year to coincide with key dates within the financial reporting and audit cycle and otherwise as any of the Committee members shall require. A meeting shall be held as soon as reasonably practicable upon a request for such a meeting by the Company's independent auditors. The Committee shall periodically meet separately with: (i) the independent auditor of the Company, (ii) Company management and (iii) the Company's internal auditors, if any.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members or at the request of the external audit lead partner.
- 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, all other non-executive directors and Directors, 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 meetings of the Committee, including recording the names of those present and in attendance.
- 6.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3 Draft minutes of Committee meetings shall be circulated promptly after the meeting to all members of the Committee and, once agreed, to all members of the Board, unless it would be inappropriate to do so in the opinion of the Committee chairman.

7. Annual general meeting

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

8. Duties

The Committee should carry out the duties below for the parent company, any major subsidiary undertakings and the group (where applicable) as a whole, as appropriate.

8.1 Financial Reporting

8.1.1 The Committee shall monitor the integrity of the financial statements of the Company, including its annual and half-yearly reports, interim management statements, and any other formal announcement relating to its financial performance, reviewing and discussing the financial statements with the Company's management and independent auditor, and reviewing and reporting to the Board on significant financial reporting issues and judgements which the financial statements contain having regard to matters communicated to it by the independent auditor.

8.1.2 The Committee shall review and challenge where necessary:

8.1.2.1 The consistency of, and any changes to, significant accounting policies both on a year-on-year basis and across the Company;

8.1.2.2 The methods used to account for significant or unusual transactions where different approaches are possible;

8.1.2.3 Whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;

8.1.2.4 The clarity and completeness of disclosure in the Company's financial reports and the context in which statements are made; and

8.1.2.5 All material information presented with the financial statements such as the operating and financial review.

8.1.3 Where the Committee is not satisfied with any aspect of the proposed financial reporting by the Company, it shall report its views to the Board.

8.2 Narrative reporting

Where requested by the Board, the Committee should review the content of the annual report and accounts and advise the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the company's performance, business model and strategy.

8.3 Internal Controls and Risk Management Systems

The Committee shall:

- 8.3.1 keep under review the adequacy and effectiveness of the Company's internal controls and risk management systems and disclosure controls and procedures; and
- 8.3.2 review and approve any statement to be included in the annual report concerning internal controls and risk management and disclosure controls and procedures.

8.4 Compliance, Whistleblowing and Fraud

The Committee shall

- 8.4.1 Review the adequacy and security of the Company's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigations of such matters and appropriate follow-up action.
- 8.4.2 Review the Company's procedures for detecting fraud and establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- 8.4.3 Review the Company's systems and controls for the prevention of bribery, including its Anti-Bribery and Anti-Corruption Policy, and receive reports on non-compliance.
- 8.4.4 Review the Company's Code of Business Conduct and Ethics and receive reports on non-compliance.
- 8.4.5 Regularly review the adequacy and effectiveness of the Company's anti-money laundering systems and controls.
- 8.4.6 Review regular reports from the compliance officer of the Company and keep under review the adequacy and effectiveness of the Company's compliance functions.

8.5 Internal Audit

The Committee shall consider at least once a year whether there should be an internal audit function and make recommendations to the Board accordingly. The absence of such a function should be explained in the annual report.

8.6 External Audit

The Committee shall:

8.6.1 Oversee the process in relation to and be solely and directly responsible for the appointment, re-appointment, evaluation and removal of the Company's independent auditors and if an auditor resigns the Committee shall investigate the issues leading to this and decide whether any action is required.

8.6.2 Oversee the relationship with the independent auditor including (but not limited to):

8.6.2.1 Pre-approval of audit and non-audit fees, recommendations on their remuneration, (whether fees for audit or non-audit services) and that the level of fees is appropriate to enable an adequate audit to be conducted;

8.6.2.2 Ensure procedures are in place to record all non-audit services undertaken by the Company's auditors;

8.6.2.3 Approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;

8.6.2.4 assessing annually their independence, and objectivity taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services and obtaining and reviewing the written disclosures and the letter from the independent auditor required by applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") regarding the independent auditor's communications with the Committee concerning independence;

8.6.2.5 satisfying itself that there are no relationships (such as family, employment, investment, financial or business) or services between the auditor and the Company (other than in

- the ordinary course of business) which could adversely affect the auditor's independence and objectivity;
 - 8.6.2.6 agreeing with the Board on a policy on the employment of former employees of the Company's auditor, then monitoring the implementation of this policy;
 - 8.6.2.7 monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by the Company compared to the overall fee income of the firm, office and partner and other related requirements; and
 - 8.6.2.8 assessing annually their qualifications, expertise and resources and the effectiveness of the audit process which shall include a report from the external auditor on their own internal quality procedures; and
 - 8.6.2.9 setting the compensation of the independent auditor.
- 8.6.3 Meet regularly with the independent auditor including once at the planning stage before the audit and once after the audit at the reporting stage. The Committee shall meet the independent auditor at least once a year, without management being present, to discuss their remit and any issues arising from the audit.
- 8.6.4 Review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team.
- 8.6.5 Review the findings of the audit with the independent auditors. This shall include, but not be limited to, the following:
- 8.6.5.1 a discussion of any major issues which arose during the audit;
 - 8.6.5.2 any accounting and audit judgements;
 - 8.6.5.3 levels of errors identified during the audit; and
 - 8.6.5.4 the effectiveness of the audit.

The Committee should also:

- 8.6.6 review any representation letter(s) requested by the independent auditor before they are signed by management;
- 8.6.7 review the management letter and management's response to the auditor's findings and recommendations;
- 8.6.8 develop and implement a policy on the supply of non-audit services by the in auditor, taking into account any relevant ethical guidance on the matter; and
- 8.6.9 review any other reports and other considerations required to be made by the independent auditor regarding: (1) critical accounting policies and practices; (2) alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with Company management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; (3) other material written communications between the independent auditor and Company management; and (4) any other matters addressed in applicable standards and rules, including PCAOB standards and the rules of the U.S. Securities and Exchange Commission.

9. **Related Party Transactions**

The Committee shall periodically review the Company's policies and procedures for reviewing and approving or ratifying "related person transactions", including the Company's Related Person Transaction Policy, and recommend any changes to the Board. In accordance with the Company's Related Person Transaction Policy and the Nasdaq rules, the Committee shall conduct appropriate review and oversight of all related person transactions for potential conflict of interest situations on an ongoing basis.

10. **Reporting Responsibilities**

- 10.1 The Committee chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. This report shall include:
 - 10.1.1 the significant issues that it considered in relation to the financial statements (required under paragraph 8.1.1) and how these were addressed;
 - 10.1.2 its assessment of the effectiveness of the external audit process (required under paragraph 8.6.2.8) and its oversight of the appointment or reappointment of the external audit; and

- 10.1.3 any other issues on which the Board has requested the Committee's opinion.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The Committee shall produce a report on its activities to be included in the Company's annual report. The report should include an explanation of how the committee has addressed the effectiveness of the external audit process; and the significant issues that the committee considered in relation to the financial statements and how these issues were addressed, having regard to matters communicated to it by the auditor.
- 10.4. In the compiling the reports referred to in 9.1 and 9.3, the Committee should exercise judgement in deciding which of the issues it considers in relation to the financial statements are significant, but should include at least those matters that have informed the Board's assessment of whether the Company is a going concern. The report to shareholders need not repeat information disclosed elsewhere in the annual report and accounts, but could provide cross-references to that information.

11. **Other Matters**

The Committee shall:

- 11.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 11.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 11.4 give due consideration to laws and regulations, the SEC rules, the Nasdaq rules, PCAOB rules and standards and other applicable rules, as appropriate;
- 11.5 be responsible for co-ordination of the internal and independent auditors;
- 11.6 oversee any investigation of activities which are within its terms of reference and act as a court of last resort;
- 11.7 work and liaise as necessary with all other Board committees;
- 11.8 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; and

- 11.9 liaise with internal and independent auditors regarding earnings press releases and financial information and earning guidance given to analysts.

12. Authority

The Committee is authorised:

- 12.1 to seek any information it requires from any employee of the Company in order to perform its duties;
- 12.2 to pay the compensation of the independent auditor established by the Committee;
- 12.3 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference;
- 12.4 to call any employee to be questioned at a meeting of the Committee as and when required; and
- 12.5 to have the right to publish in the company's annual report details of any issues that cannot be resolved between the Committee and the Board.

13. Risks

The Committee shall:

- 13.1 Review and approve the Company's risk management system;
- 13.2 Review annually the key risks inherent and emerging in the business and the system of internal control necessary to monitor such risks;
- 13.3 Review a formal assurance plan at the beginning of the year to ensure adequate assurance coverage for all the Group's significant risks; and
- 13.4 Review policies and procedures with respect to directors and officers expense accounts, including the use of corporate assets.