

## CORPORATE GOVERNANCE GUIDELINES

(AMENDED AND RESTATED ON MAY 23, 2019)

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The Board of Directors (the “**Board**”) of Myovant Sciences Ltd. (the “**Company**”) has established the following guidelines for the conduct and operation of the Board.

### **Board Composition and Selection**

#### Size of the Board

The Board shall establish the number of directors in accordance with the Company’s Bye-laws. The Board periodically reviews the appropriate size of the Board, which may vary to accommodate the availability of suitable candidates and the needs of the Company.

#### Independence of Directors

The Board will be composed of a majority of independent directors, subject to any exceptions permitted by the applicable listing standards of any exchange on which the Company’s securities are listed. In determining independence, the Board will consider the definition of independence set forth in such listing standards, as well as other factors that will contribute to effective oversight and decision-making by the Board.

#### Management Directors

The Board anticipates that the Company’s Principal Executive Officer will serve on the Board. The Board may also appoint or nominate members of the Company’s management whose experience and role at the Company are expected to assist the Board in fulfilling its responsibilities.

#### Selection of Principal Executive Officer and Chairperson; Lead Independent Director

The Board will select the Company’s Principal Executive Officer and may select a Chairperson of the Board (the “**Chairperson**”), in each case in the manner that it determines to be in the best interests of the Company’s shareholders. The same person may hold the positions of Principal Executive Officer and Chairperson, or the Board may separate these offices.

The Board, in its sole discretion, may designate an independent director as the Lead Independent Director. The Lead Independent Director (if one has been designated) will serve at the pleasure of the Board. The Lead Independent Director (if so designated) will have the following responsibilities:

- Establish the agenda for meetings of the independent directors and meetings of the non-management directors, as applicable;
- Preside over meetings of the independent directors and meetings of the non-management directors, as applicable;
- Preside over any portions of meetings of the Board evaluating the performance of the Board; and
- Coordinate the activities of the other independent directors and perform such other duties the Board may establish or delegate.

### Selection of Directors

Subject to the Company's Bye-laws, the Board will be responsible for nominating members for election to the Board by the Company's shareholders at the annual meeting of shareholders and also has the authority to fill vacancies on the Board that may occur between annual meetings of shareholders. The Nominating and Corporate Governance Committee is responsible for identifying, reviewing, evaluating and recommending to the Board candidates to serve as directors of the Company, in accordance with its charter and consistent with the criteria set by the Board and listed below. The Chairperson or the Chairperson of the Nominating and Corporate Governance Committee should extend the invitation to join the Board.

### Board Membership Criteria

The Board will determine the appropriate characteristics, skills and experience for the Board as a whole and for its individual members. The Board will consider recommendations for nominees from the Nominating and Corporate Governance Committee. The Board will consider the minimum general criteria set forth below, and may add any specific additional criteria with respect to specific searches, in selecting candidates and existing directors for service on the Board. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. The Board believes that candidates for director should have certain minimum qualifications, including being able to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics. In considering candidates recommended by the Nominating and Corporate Governance Committee, the Board intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of the Company, demonstrated excellence in his or her field, having the ability to exercise sound business judgment, diversity and having the commitment to rigorously represent the long-term interests of the Company's shareholders. Candidates for director nominees will be reviewed in the context of the then-current composition of the Board, the operating requirements of the Company and the long-term interests of the Company's shareholders. In conducting this assessment, the Board will consider diversity, age, skills, and such other factors as it deems appropriate given the current needs of the Board and the Company to maintain a balance of knowledge, experience and capability. In the case of incumbent directors whose terms of office are set to expire, the Board will review such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence. In the case of new director candidates, the Board will also determine whether the nominee must be independent for purposes of any exchange on which the Company's securities are listed. The Board will consider director candidates recommended by shareholders. The Board does not intend to alter the manner in which it evaluates candidates, including the minimum criteria set forth in Exhibit A, based on whether or not the candidate was recommended by a shareholder. Though the Board has not established a formal policy with regard to consideration of director candidates recommended by stockholders, the Board believes that such the procedures set forth in the Company's Bye-laws are sufficient and that the establishment of a formal policy is not necessary.

### Changes in Board Member Criteria

The Board and the Company wish to maintain a Board composed of members who can productively contribute to the success of the Company. From time to time, the Board may change the criteria for Board membership to maximize the opportunity to achieve this success. When this occurs, the Board will evaluate existing members according to the new criteria. The Board may ask a director who no longer meets the complete criteria for board membership to adjust his or her committee assignments or resign from the Board.

### Term Limits

The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide continuity and valuable insight into the Company, its operations and prospects based on their experience with, and understanding of, the Company's history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new ideas and viewpoints through the director nomination process described in these guidelines.

### Limits on Board Memberships

Directors should advise the Chairperson and the Chairperson of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on the board or committee of another company. The Board recognizes that a director's ability to fulfill his or her responsibilities as a member of the Board can be impaired if he or she serves on a large number of other boards or board committees. Service on boards and board committees of other companies should be consistent with the Company's conflict-of-interest policies.

### Retirement Age

The Board does not believe that a fixed retirement age for directors is appropriate.

### Directors Who Change Their Job Responsibility

A director who retires from his or her present employment or who materially changes his or her position should notify the Board and the Nominating and Corporate Governance Committee. The Board does not believe any director who retires from his or her present employment, or who materially changes his or her position, should necessarily leave the Board; however, there should be an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under these circumstances.

### **Role of the Board in Risk Oversight**

The Board's key function is informed oversight of our risk management process. The Board does not have a standing risk management committee, but rather administers this oversight function directly through the Board as a whole, as well as through various Board standing committees that address risks inherent in their respective areas of oversight. In particular, the Board is responsible for monitoring and assessing strategic risk exposure, including a determination of the nature and level of risk appropriate for us. The Audit Committee of the Board has the responsibility to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. The Audit Committee of the Board also monitors compliance with legal and regulatory requirements and is responsible for oversight of the performance of our internal audit function. The Nominating and Corporate Governance Committee of the Board monitors the effectiveness of our corporate governance guidelines, including whether they are successful in preventing illegal or improper liability-creating conduct. The Compensation Committee of the Board assesses and monitors whether any of our compensation policies

and programs have the potential to encourage excessive risk-taking. It is the responsibility of the committee chairs to report findings regarding material risk exposures to the Board as quickly as possible.

### **Core Responsibilities of the Board of Directors**

The Company's shareholders select the Board to provide oversight of, and strategic guidance to, senior management. The core responsibility of a Board member is to fulfill his or her statutory duties under Bermuda law, duty of skill and care and fiduciary duties and otherwise to exercise his or her business judgment in the best interests of the Company and its shareholders. Service on the Board requires significant time and attention on the part of directors. More specifically, the Board has responsibilities to review, approve and monitor fundamental financial and business strategies and major corporate actions, assess major risks facing the Company and consider ways to address those risks, select and oversee management and determine its composition and oversee the establishment and maintenance of processes and conditions to maintain the integrity of the Company. Directors must, among other things, participate in Board meetings, review relevant materials, serve on committees and prepare for meetings and discussions with management. Directors are expected to maintain an attitude of constructive involvement and oversight, to ask relevant, incisive and probing questions and to require honest and accurate answers. Directors must act with integrity and are expected to demonstrate a commitment to the Company, its values and its business and to long-term shareholder value. Directors are invited to attend the Company's annual meeting of shareholders, either in person or telephonically.

### **Director Orientation and Education**

The Nominating and Corporate Governance Committee may implement an orientation process for directors that includes background material on the Company's policies and procedures, meetings with senior management and visits to the Company's facilities. The Company may offer continuing education programs to assist the directors in maintaining the level of expertise to perform his or her duties as a director.

### **Director Compensation**

The Compensation Committee will determine the form and amount of compensation for directors who are not an executive officer of the Company (the "*non-executive directors*") for Board and committee service in accordance with applicable legal and regulatory guidelines. The compensation for non-executive directors may be in the form of cash retainer and/or equity awards. The Board delegates the authority to the Compensation Committee as the "Administrator" of the 2016 Equity Incentive Plan pursuant to Section 2 of the 2016 Equity Incentive Plan, *provided, however*, that the equity grants shall be subject to the terms of the 2016 Equity Incentive Plan and applicable form of award agreements. The amount of compensation for non-executive directors and committee members should be consistent with market practices of similarly situated companies. In determining compensation, the Compensation Committee will consider the impact on the director's independence and objectivity.

### **Board Meetings**

#### Number of Meetings

The Board expects to have at least four regular meetings each year.

### Attendance

Board members are expected to attend all meetings of the Board and committees on which they serve. Directors must notify the Secretary of the Company of the circumstances preventing attendance at a meeting.

### Preparation and Commitment

The Company will provide directors with appropriate preparatory materials in advance of a meeting, except in unusual circumstances. Directors are expected to review such materials and rigorously prepare for, attend and participate in all Board and committee meetings. Each director should ensure that other existing and planned future commitments do not materially interfere with the member's service as director.

### Agenda

The Chairperson or, in the event that a Chairperson has not been designated, the Principal Executive Officer, in consultation with the Lead Independent Director (if one has been designated), will establish a schedule of subjects to be discussed during the year (to the extent this can be foreseen) and an agenda for each Board meeting. Each Board member is encouraged to suggest the inclusion of items on the agenda at any time, and each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

### Executive Session

The non-management directors of the Board will meet regularly in executive session and the independent directors will meet at least once per year or more frequently as required by any exchange on which the Company's securities are listed. Executive session discussions may include such topics as the non-management directors or the independent directors, as applicable, determine. The directors generally shall not take formal action at these sessions, but may make recommendations for consideration by the full Board.

### Committee Reports

At each regular Board meeting, each committee that held a meeting subsequent to the last Board meeting and prior to the current Board meeting will present a brief summary of its committee meeting to the Board, including the principal subjects discussed and the conclusions and actions of the committee. In general, the Chairperson of the appropriate committee will present such report.

## **Board Committees**

### Number of Committees; Independence of Members

The committee structure of the Board will consist of at least (a) an Audit Committee, (b) a Compensation Committee, and (c) a Nominating and Corporate Governance Committee. The Board may form, merge or dissolve committees as it deems appropriate from time to time. The Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall be composed entirely of independent directors, except to the extent otherwise allowed under the listing standards of any exchange on which the Company's securities are listed.

### Committee Functions and Charters

All standing committees will operate pursuant to a written charter that sets forth the responsibilities of the committee and procedures that the committee will follow. Unless otherwise directed by the Board, new committees formed by the Board will develop a written charter delineating its responsibilities. The charters of all committees will be subject to periodic review and assessment by each committee and each committee shall recommend any proposed charter changes to the Board.

### Board Committee Membership

The Nominating and Corporate Governance Committee will recommend to the Board annually the Chairpersonship and membership of each committee. Prior to such recommendations, the Nominating and Corporate Governance Committee will have considered the interests, independence and experience of the individual directors and the independence and experience requirements set forth in the listing standards of any exchange on which the Company's securities are listed, the rules and regulations of the Securities and Exchange Commission and applicable law.

### Committee Meetings and Agenda

The committee Chairperson, in consultation with committee members, will determine the frequency and length of the meetings of the committee, consistent with any requirements set forth in the committee's charter. The Chairperson of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

### **Board Access to Management; Use of Outside Advisors**

Board members have complete and open access to the Company's management. Board members are expected to use their judgment to ensure that this contact is not distracting to the operations of the Company or to management's duties and responsibilities and that such contact, to the extent reasonably practical or appropriate, will be coordinated with the Principal Executive Officer. Board members should copy the Principal Executive Officer on written communications to management whenever appropriate.

The Board and each committee shall have the power to hire, at the expense of the Company, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

### **Principal Executive Officer Evaluation; Succession Planning**

The Board, based on recommendations from the Compensation Committee, shall conduct an annual review of the Principal Executive Officer's performance. The Board shall evaluate performance based on objective criteria including performance of the business, accomplishment of long-term strategic objectives and the development of management. The Compensation Committee and Board will use the evaluation in the course of their deliberations when considering the compensation of the Principal Executive Officer.

The Nominating and Corporate Governance Committee should develop and periodically review with the Principal Executive Officer the Company's plan for succession to the offices of its executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions. The Principal Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

## **Board Assessment**

The Nominating and Corporate Governance Committee may periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from, the full Board and others as deemed appropriate. The Nominating and Corporate Governance Committee may also consider and assess the independence of directors. The Nominating and Corporate Governance Committee should provide the results of these evaluations to the Board for further discussion as appropriate.

## **Review of Governance Guidelines**

The Nominating and Corporate Governance Committee will periodically review and assess the adequacy of these guidelines and recommend any proposed changes to the Board for approval.

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## EXHIBIT E

### CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

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#### PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of MYOVANT SCIENCES LTD., an exempted limited company incorporated under the laws of Bermuda (the “*Company*”) shall be to (i) oversee all aspects of the Company’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify, review and evaluate candidates to serve as directors of the Company consistent with criteria approved by the Board and review and evaluate incumbent directors; (iv) serve as a focal point for communication between such candidates, non-committee directors and the Company’s management; (v) recommend prospective director candidates to the Board for nomination to serve as directors; and (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company, including director nominees for each committee of the Board.

#### COMPOSITION

The Committee shall consist of at least two (2) members of the Board, none of which shall be an employee of the Company and each of which shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board, in accordance with the applicable independence requirements of the New York Stock Exchange (the “*NYSE*”), when and as required by the NYSE and subject, in each case, to applicable transition provisions or exceptions. The members of the Committee and the Committee chairperson shall be appointed by the Board. Vacancies occurring on the Committee shall be filled by the Board. The Chairperson of the Committee shall be appointed by the Board or, if the Board does not do so, the Committee members shall elect a Chairperson by vote of a majority of the full Committee. The Chairperson (or in his or her absence, a member designated by the Chairperson) shall preside at all meetings of the Committee.

#### MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate, but in no event less than annually. The presence in person or by telephone of a majority of the Committee’s members shall constitute a quorum for any meeting of the Committee. All actions of the Committee will require (i) the vote of a majority of the members present at a meeting of the Committee at which a quorum is present or (ii) a unanimous written consent of the members of the Committee then serving.

Minutes of each meeting and written consent will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee, and the Secretary of the Company, and shall be placed in the Company’s minute book.

The Chairperson of the Committee shall report to the Board regarding the activities of the Committee from time to time, or whenever so requested by the Board.

#### AUTHORITY



The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder.

The Committee shall have the authority to obtain, at the Company's expense, advice and assistance from internal or external legal, accounting or other advisors and consultants.

The Committee may form and delegate authority to subcommittees as appropriate.

The operation of the Committee shall be subject to the Bye-laws of the Company as in effect from time to time and applicable Bermuda law.

The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

## **OPERATING PRINCIPLES AND PROCESSES**

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- ***Communication.*** The Committee shall encourage regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, to strengthen the Committee's knowledge of relevant current and prospective corporate governance issues.

- ***Committee Education/Orientation.*** The Committee shall be authorized to develop with management and participate in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially affect the Company will enhance the effectiveness of the Committee.

- ***Resources.*** The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, and shall have sole authority to retain and terminate executive search firms to help identify director candidates. The Committee shall also have sole authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.

- ***Reporting to the Board.*** The Committee, through the Chairperson, shall report all material activities of the Committee to the Board from time to time or whenever so requested by the Board.

## **RESPONSIBILITIES**

To implement the Committee's purpose and policies, the Committee shall be charged with the following duties and responsibilities outlined below. The Committee may supplement and, except as otherwise required by applicable law or the requirements of the NYSE, deviate from these activities as appropriate under the circumstances. The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

- **Director Nominations.** Except as otherwise provided in the current effective Bye-laws, the Committee shall have the responsibility and power of (i) identifying, reviewing and evaluating candidates to serve on the Board consistent with criteria approved by the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements, (ii) reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board, (iii) recommending potential director candidates to the Board for nomination to serve as directors, (iv) considering recommendations for Board nominees and proposals submitted by the Company's shareholders and establishing any policies, requirements, criteria and procedures, including policies and procedures to facilitate shareholder communications with the Board, recommending to the Board appropriate action on any such proposal or recommendation and making any disclosures required by applicable law in the course of exercising its authority.

- **Board and Director Assessment.** The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and 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, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment (including having sufficient time to devote to the Company and the level of director participation), skills, diversity and expertise appropriate for the Company. In assessing the directors, both individually and collectively, the Committee may consider the current needs of the Board and the Company to maintain a balance of knowledge, experience and capability in various areas. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continues to be independent from management in both fact and appearance, as well as within the meaning prescribed by the NYSE. The results of these reviews shall be provided to the Board for further discussion as appropriate.

- **Board Committee Nominations.** The Committee shall oversee the Board's committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of the NYSE, the rules and regulations of the Securities and Exchange Commission ("**SEC**") and applicable law, shall evaluate the performance of the members of the committees of the Board, review the composition of such committees, and recommend to the entire Board annually the individual to serve as chairperson and membership of each such committee. The Committee shall also conduct an annual self-evaluation.

- **Continuing Education.** The Committee shall consider the need and, if deemed necessary, develop, implement and maintain (or oversee efforts by management to develop, implement and maintain) (i) appropriate orientation and education programs and procedures for directors to familiarize new directors with the business of the Company, its management and professional advisors and (ii) continuing education policies designed to foster a more extensive knowledge of the business of the Company. The Committee shall also have the authority in its sole discretion to retain advisors and consultants to develop and institute such a plan or program.

- **Corporate Governance Principles.** The Committee shall develop and recommend to the Board, as appropriate, a set of corporate governance principles to be applicable to the Company, may periodically review and assess these principles and their application, and may recommend any changes deemed appropriate to the Board for its consideration.

- **Code of Business Conduct and Ethics.** The Committee shall periodically review Company policy statements to determine their adherence to the Company’s Code of Business Conduct and Ethics (the “Code”) and consider any request by directors or executive officers of the Company for a waiver from the Code. Any approved waivers shall be promptly disclosed as required by applicable law and the NYSE requirements.

- **Procedures for Information Dissemination.** The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. 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.

- **Management Succession.** The Committee shall periodically review with the Principal Executive Officer of the Company the plans for succession to the offices of the Company’s Principal Executive Officer and other key executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

- **Self-Assessment.** The Committee shall review, discuss and assess its own performance at least annually, and shall report the results of such assessment to the Board.

- **Oversight of Quality Assurance.** The Committee shall periodically receive reports from the appropriate executives of the Company regarding the Company’s quality assurance policies, programs and activities with respect to the development and potential commercialization of drug candidates, including an annual comprehensive report and other reports as deemed appropriate by the Committee or the Company’s management. The Committee shall report any issue it deems appropriate to the full Board of Directors and shall take such other action, if any, as the Committee may deem necessary or advisable based on information reported to it.

- **Memorandum of Association, Bye-laws and Committee Charters.** The Committee shall review and assess the adequacy of the Company’s Memorandum of Association and Bye-laws and the charters of any committee of the Board, in each case, as in effect from time to time (the “**Governing Documents**”), periodically in order to ensure compliance with any principles of corporate governance developed by the Committee and recommend to the Board for its consideration any necessary modifications to the Governing Documents.

- **Annual Charter Review.** The Committee shall annually review and assess the adequacy of this Charter, including the Committee’s role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration.

- **SEC Reports.** The Committee shall prepare any reports or other disclosure required by the applicable SEC rules and regulations to be included in the Company’s annual proxy statement.

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