

## **Charter of the Science and Technology Committee**

**of**

### **ADC Therapeutics SA**

approved by the Board of Directors on July 29, 2020

Effective: July 29, 2020

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#### **1. Purpose**

The purpose of this charter (the **Charter**) is to stipulate the mission, composition and duties of the science and technology committee (the **Committee**) of ADC Therapeutics SA (the **Company**) in accordance with the Company's articles of association (the **Articles**) and the Company's organizational regulations (the **Organizational Regulations**).

The chairperson of the Committee (the **Committee Chair**) is responsible for (i) implementing this Charter and (ii) proposing any changes of this Charter to the directors of the Company (the **Board of Directors**).

#### **2. Membership**

As per the Organizational Regulations, the Board of Directors shall appoint the members of the Committee (the **Members**) and the Committee Chair.

The Committee shall consist of at least two members.

The Committee Chair may appoint a secretary of the Committee, who doesn't need to be a Member.

#### **3. Organization | Meetings**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter and the Organizational Regulations. The Committee Chair, in consultation with the other Members, shall determine the frequency and length of the meetings and shall set meeting agendas consistent with this Charter. Save as varied by this Charter, Article 2.5 of the Organizational Regulations shall apply *mutatis mutandis* to the Committee.

The Committee shall keep minutes of its meetings and report the same to the Board of Directors when required and shall observe such procedures as are prescribed by the Board of Directors.

Except as provided in the Articles, the Organizational Regulations and this Charter, the Committee shall determine its own rules of procedure.

#### **4. Responsibilities**

The Committee shall have the following responsibilities:

- (a) review and make recommendations to the Board of Directors regarding the Company's preclinical and clinical research and development activities including related CMC activities;
- (b) review and make recommendations to the Board of Directors regarding preclinical and clinical research and development strategies;
- (c) review and make recommendations to the Board of Directors regarding the Company's preclinical and clinical research guidelines;
- (d) provide strategic advice to the Board of Directors regarding emerging science and technology issues and trends;
- (e) examine periodically the Company's measures to keep the research and development personnel motivated, productive and entrepreneurially oriented;
- (f) ensuring through regular review and consultation with the CEO and his team that appropriate Research and Development objectives are in place that are aligned with the company's overall Research and Development strategy, and that progress against these objectives is being appropriately assessed; and
- (g) ensure that appropriate market potential assessments are being conducted.

#### **5. Authority**

The Committee is authorized by the Board of Directors to:

- (a) collect any information and assistance from within the Company and the ADC Therapeutics group that is needed to perform its functions;

- (b) retain and terminate any subject-specific advisers at the Company's costs;
- (c) obtain subject-specific professional consultancy services from third parties; and
- (d) delegate its authority to subcommittees or the Committee Chair when it deems it to be appropriate and in the best interests of the Company, subject to ensuring adequate reporting by the subcommittee to the Committee or the Committee Chair.

## 6. Reporting and Evaluation

The Committee Chair shall report and update the Board of Directors at the next board meeting on the Committee's activities, decisions taken and considerations which led to such decisions including appropriate review and consultation with the CEO and his team. Important matters, which are urgent and should be known by the chairman of the Board of Directors, must be reported immediately by the Committee Chair to the chairman of the Board of Directors. Upon request of the chairman of the Board of Directors, the Committee Chair shall report on any other issue.

At least annually, the Committee shall evaluate its own performance and report to the Board of Directors on such evaluation.

## 7. Amendments

This Charter may be amended at any time by resolution of the Board of Directors.

## 8. Effectiveness


This Charter was adopted by resolution of the Board of Directors of June 29, 2020, and shall be effective on July 29, 2020.

Epalinges, July 29, 2020



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Ron Squarer, Chairman of the Board



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Dominique Graz, Secretary of the Board