

Charter of the Compensation Committee

of

ADC Therapeutics SA

approved by the Board of Directors on April 17, 2020

1. Purpose

The purpose of this charter (the **Charter**) is to stipulate the mission, composition and duties of the compensation 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 board of directors of the Company (the **Board of Directors**).

2. Membership

As per the Articles and the Organizational Regulations, the general meeting of shareholders (the **Shareholders' Meeting**) shall appoint the members of the Committee (the **Members**) and the Board of Directors shall appoint the Committee Chair. The Shareholders' Meeting shall elect the Members individually for a term of office until the completion of the subsequent Ordinary General Meeting of Shareholders. Only members of the Board of Directors may be elected. Re-election is possible.

The Compensation Committee shall consist of at least two members of the Board of Directors. All Members shall be non-executive and independent (*i.e.*, no membership on the Company's Executive Committee, or membership more than three years ago, and no or comparatively minor business relations with the Company). In addition, Members shall not have a position in a third-party company in which such Member reports to a person who is a director or member of the management team of the Company.

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, the Organizational Regulations, the Articles of Association and the applicable laws and 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) regularly review and make recommendations to the Board of Directors regarding the compensation and benefits strategy and guidelines of the Company and the ADC Therapeutics group (the **Group**);
- (b) regularly review and make recommendations to the Board of Directors regarding the compensation of the members of the Board of Directors and the executive committee of the Company (the **Executive Committee**). In doing so, the Committee shall, among other things:
 - identify, review and make recommendations to the Board of Directors for corporate objectives, performance metrics and target values relevant to the compensation of the Board of Directors and Executive Committee;
 - identify, review and approve corporate objectives, performance metrics and target values relevant to the compensation of the Company's extended management team (the **Management Team**) other than member of the Executive Committee; and
 - evaluate the performance of each member of the Executive Committee in light of applicable corporate objectives and performance metrics and base its recommendation to the Board of Directors regarding the compensation of each such individual based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company.

- (c) prepare the proposals to the Shareholders' Meeting regarding the compensation of the Board of Directors and the Executive Committee.
- (d) review and approve the recommendation of the Chief Executive Officer of the Company regarding the fixed and variable compensation, including incentive and equity plan participation and benefits, of the members of the Management Team who are not members of the Executive Committee;
- (e) review and make recommendations to the Board of Directors regarding compensation and benefits plans of the Company and the Group (cash and/or equity-based plans), and where appropriate or required, make recommendations to adopt, amend and terminate such plans. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of members of the management board and other employees of the Group and any other factors that it deems appropriate;
- (f) to the extent not delegated by the Committee to a different body or a third party, administer the compensation and benefits plans of the Company and the Group;
- (g) review and assess risks arising from the Company's employee compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company; and
- (h) any other tasks allocated to it by the Board of Directors.

5. Authority

The Committee is authorized by the Board of Directors to:

- (a) collect any information and assistance from within the Company and the Group that is needed to perform its functions;
- (b) retain and terminate any compensation consultants, legal counsel and other advisers at the Company's costs. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration those independence factors established by the NYSE rules;

- (c) 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; and
- (d) make proposals and recommendations to the Board of Directors with respect to compensation and benefits matters.

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. Important findings arising from the Committee's activities, 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 Nomination and Corporate Governance Committee 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 April 17, 2020, and shall be effective on on the day on which the U.S. Securities and Exchange Commission first declares effective the Company's Registration Statement on Form F-1.

Epalinges, April 17, 2020



The Chairman of the Board of Directors



The Secretary