

Charter of the Nomination and Corporate Governance 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 nomination and corporate governance 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 majority of the members of the Committee 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).

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:

Nominations and Succession Planning

- (a) determine selection criteria for the succession of the members of the Board of Directors (**Directors**) and the board committees (the **Board Committees**), the chief executive officer (the **Chief Executive Officer**), the chief financial officer and the executive vice president of the Company, and establish such succession planning (including for the event of the incapacitation, retirement or removal of such individuals) by making recommendations to the Board of Directors;
- (b) oversee searches, identify qualified individuals and recommend individuals for membership on the Board of Directors and for the position of the Chief Executive Officer;

in doing so, the Committee shall

- review candidates' qualifications for membership on the Board of Directors or a Board Committee (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board of Directors;
 - in evaluating current directors for re-nomination or re-appointment to the Board of Directors or any Board Committee, assess the performance of such directors; and
 - consider any other factors as the Committee or the Board of Directors deems appropriate;
- (c) recommended individuals for appointment to the Audit Committee annually and as vacancies or newly created positions occur;

Performance Evaluation

- (d) at least annually, prepare the Board of Directors' assessment of the performance of (i) the Board of Directors, (ii) the Directors, (iii) the Board Committees (including the Committee) and their members, and (iv) the Chief Executive Officer;
- (e) review the recommendations of the other Board Committees based on their evaluation of their own performance and discuss its own evaluation with the Board of Directors;

Corporate Governance and Other Matters

- (f) monitor and assess developments and trends in corporate governance to the extent that these do not have an impact on the activities and tasks of the Audit Committee or of the Compensation Committee;
- (g) review proposals to be made to the Board of Directors for the amendment of the Articles, the Organizational Regulations, and any other, charter, rules or regulations;
- (h) periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval;
- (i) if the Committee deems it necessary, develop and recommend to the Board of Directors Corporate Governance Guidelines for the Company;
- (j) review and reassess periodically the adequacy of the Code of Business Conduct and Ethics and of the Corporate Governance Guidelines (if any) and recommend any proposed changes to the Board of Directors;
- (k) oversee compliance with the Code of Business Conduct and Ethics and the Corporate Governance Guidelines (if any) and report on such compliance to the Board;
- (l) review and consider any requests for waivers of the Corporate Governance Guidelines (if any) for the Directors, the members of the Management Board and other senior financial officers, and shall make a recommendation to the Board of Directors with respect to such request for a waiver; and
- (m) 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 ADC Therapeutics group that is needed to perform its functions;
- (b) retain and terminate any advisers, including search firms to identify director candidates and legal counsel, at the Company's costs. The Committee has sole authority to approve all such advisers' fees and other retention terms;
- (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 recommendations to the Board of Directors with respect to matters relating to nominations, succession planning, performance evaluation and corporate governance 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 Board of Directors on such evaluation.

7. Amendments

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

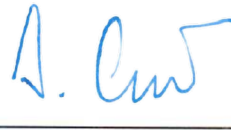
8. Effectiveness

This Charter was adopted by resolution of the Board of Directors of April 17, 2020, and shall be effective 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