

ROIVANT SCIENCES LTD.

Compensation Committee Charter

Amended and Restated Effective
November 16, 2023

Purpose and Scope

The Compensation Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of Roivant Sciences Ltd. (together with its controlled affiliates, the “**Company**”) to discharge the responsibilities set forth in this Charter. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

Membership

The Committee shall consist of at least two members. Each member of the Committee shall meet the independence requirements of applicable Nasdaq rules and regulations, as determined by the Board. In addition, the Board may require that members must also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). The Nominating and Governance Committee shall recommend to the Board nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time for any reason. The Nominating and Governance Committee may recommend to the Board, and the Board shall designate, the Chair of the Committee.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Executive Compensation

- The Compensation Committee shall review and approve the compensation of the Company’s Principal Executive Officer and each of the Company’s other “officers” (as defined under Rule 16a-1(f) under the Exchange Act) (collectively, the “**Executives**”), including each Executive’s (i) annual base salary, (ii) annual cash bonus, (iii) long-term incentive compensation (including equity incentive compensation) and (iv) other compensation. In reviewing and approving the Executives’ compensation, the Committee shall, among other things:
 - identify, review and approve corporate goals and objectives relevant to each Executive’s compensation;
 - review and approve the Company’s peer companies and data sources for purposes of evaluating the Company’s compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;
 - evaluate the Executive’s performance in light of such goals and objectives and determine each of the Executive’s compensation

based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company;

- determine any long-term incentive component of each Executive's compensation;
- review and approve the terms of any employment, severance, change-of-control and other compensatory plans, agreements or arrangements (including, without limitation, perquisites, special or supplemental benefits and other forms of compensation) with respect to the Executives; and
- review and approve any compensation arrangement for each of the Executives involving any subsidiary, special purpose or similar entity, taking into account the potential for conflicts of interest in such arrangements and whether the arrangement has the potential to benefit the Company.

Director Compensation

- The Committee shall review and approve compensation (including equity-based or other long-term incentive compensation) for the Company's directors. In so reviewing and approving director compensation, the Committee shall:
 - identify corporate goals and objectives relevant to director compensation; and
 - evaluate the performance of each of the directors in light of such goals and objectives and set director compensation, including any equity-based or other long-term incentive compensation, based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company.

Compensation Policies and Plans

- The Committee shall review and evaluate the Company's executive compensation and benefits policies generally (subject, if applicable, to stockholder approval), including the review and recommendation of any incentive compensation and equity-based incentive plans of the Company that are subject to Board approval. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of the Executives and any other factors that it deems appropriate.
- The Committee shall have full power and authority to administer the incentive compensation and equity-based incentive plans of the Company, including to establish guidelines, interpret plan documents, select participants, approve grants and exercise such other power and authority provided thereunder, in each case in accordance with, and subject to the terms and conditions of, such plans.

- The Committee shall have full power and authority to administer any compensation recoupment or "clawback" policies, including any such policies required to be adopted by the Company pursuant to applicable law or stock exchange listing requirements.

Disclosure

- The Committee shall prepare the Compensation Committee Report required by applicable rules and regulations of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or Form 10-K, and the Committee shall review and discuss the Company's Compensation Disclosure and Analysis as required by SEC rules ("CD&A") with management and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's proxy statement or Form 10-K, as applicable.

Reporting to the Board

- The Committee shall report to the Board periodically.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Risk Assessment

- The Committee shall 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.

Authority and Delegations

The Committee has the sole authority to retain or obtain the advice of one or more compensation consultants, legal counsel or other advisers and shall be directly responsible for the appointment, compensation and oversight of the work of any such advisers retained by the Committee. 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 advisers retained by the Committee. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration all factors relevant to that person's independence from management, including those independence factors enumerated by the Nasdaq rules.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company.

The Committee may delegate to one or more officers of the Company the authority to make grants of equity incentive awards to any employees, directors or consultants of the Company or any of its subsidiaries (other than the Executives) under the Company's incentive compensation or other equity-based incentive plans as the Committee deems appropriate and in accordance with the terms of such plans.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

No Executive should attend that portion of any meeting where such Executive's performance or compensation is discussed, unless specifically invited by the Committee. The Principal Executive Officer may not be present during voting or deliberations related to his or her compensation.