# SILENCE THERAPEUTICS PLC Science and Technology Committee

**TERMS OF REFERENCE**

*Approved by the Board on 16 March, 2022*

# MEMBERSHIP

* 1. The Science and Technology Committee (“the Committee”) shall comprise at least three (3) members (2 of whom shall be non-executive directors), and shall be appointed after due consideration being given to their experience in relevant scientific, technical, regulatory and medical matters. The chairman of the Board of Directors (the “Board”) may also serve on the Committee as an additional member if he or she was considered independent on appointment as chairman. The members shall be appointed by the Board on the recommendation of the Nomination Committee and in consultation with the chairperson of the Committee (the “Committee Chair”).
	2. Members of the Board have the right to attend Committee meetings.
	3. Appointments to the Committee shall be for a period of up to three years extendable by no more than two additional three-year periods, so long as relevant members continue to be independent.
	4. A non-executive member of the board shall be the Committee Chair.

# SECRETARY

The Executive Assistant to the Chief Medical Officer or his or her nominee shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

# QUORUM

The quorum necessary for the transaction of business shall be a majority of Committee members.

# MEETINGS

The Committee shall meet at least once a year or otherwise as required.

# NOTICE OF MEETINGS

* 1. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair.
	2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time. Committee meetings may be held by phone or videoconference.

# MINUTES OF MEETINGS

The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

Draft minutes of Committee meetings shall be circulated to all members of the Committee for review and approval. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Committee Chair it would be inappropriate to do so.

# ANNUAL GENERAL MEETINGS

# At the request of the Board, the Committee Chair shall attend the annual general meeting to answer any shareholder questions on the Committee’s activities.

# DUTIES

The Committee shall carry out the duties detailed below for Silence Therapeutics Plc and its subsidiaries.

* 1. The Committee shall review, evaluate and provide strategic advice to the Board on the quality, direction and competitiveness of the company’s research and development programs.
	2. The Committee shall review, evaluate and provide strategic advice to the Board on the company’s research and development strategy and plans, and the means for and progress in achieving its goals and objectives.
	3. At the request of the Board, the Committee shall perform a scientific and technical review of internal and external investments, including business development projects, potential acquisitions, and purchase of new technologies.
	4. The Committee shall conduct regular reviews of the company’s pipeline.
	5. The Committee shall monitor, identify and discuss significant emerging science and technology issues and trends, including their impact on any Company research and development programs, plans, or policies.
	6. The Committee shall review at least annually its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
	7. At the request of the Board, the Committee shall review such other topics as necessary and appropriate.

# REPORTING RESPONSIBILITIES

* 1. The Committee Chair shall report its decisions and recommendations to the Board after each Committee meeting.
	2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
	3. The Committee Chair shall also report annually to the Board on the performance of the Committee and with recommendations for revision of its terms of reference.

# OTHER MATTERS

The Committee shall:

* 1. Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required.
	2. Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.
	3. The Committee shall ensure that provisions regarding disclosure of information, including the UK Companies Act 2006, are fulfilled as appropriate and compile a report of the work of the Committee in discharging its responsibilities for inclusion in the Annual Report, including the issues dealt with by the Committee.

# AUTHORITY

The Committee is authorised by the Board to obtain, at the company’s expense, outside legal or other professional advice on any matters within its terms of reference at reasonable fees to be approved in advance should they be more than $50K.