

GH Research plc

Registered in Ireland

Company registration number: 691405

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E-mail info@ghres.com**GH Research PLC****Nominating and Corporate Governance Committee Charter***Adopted by a resolution of the Board on 20 June 2021***Purpose**

The Nominating and Corporate Governance Committee (the "**Committee**") is created by the board of directors of the Company (the "**Board**") of GH Research PLC, a public limited company incorporated under the laws of Ireland (the "**Company**") as a committee of the Board to act on behalf of the Board in order to:

- identify individuals qualified to become Board members, consistent with any criteria as may be approved by the Board from time to time, and recommend to the Board the nominees for directors of the Company from time to time (the "**Directors**") for the next annual general meeting of shareholders or to fill an existing or newly created vacancy on the Board;
- identify members of the Board to serve on each Board committee and to serve as chairman of the Board (the "**Chairman**") thereof and recommend each such member and chairman;
- periodically review the corporate governance and business ethics policies, principles, guidelines and codes of conduct applicable to the Company and recommend any changes thereto;
- monitor compliance with the applicable provisions of the Company's corporate governance and business ethics policies, principles, guidelines and codes of conduct; and
- oversee the evaluation of the performance of the Board and its committees.

In carrying out its function, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

Membership

The Committee shall be made up of at least three members.

Directors: Florian Schönharting (Denmark), Spike Loy (United States), Michael Forer (Denmark)

Members of the Committee shall be appointed by the Board.

The Board shall review the composition of the Committee annually and shall recommend nominees for appointment to the Committee as vacancies or newly created positions occur. A Committee member may be removed by the Board at any time with or without cause. Members shall continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. The Board shall designate the Committee Chairman but shall have regard to the views of the Committee before doing so.

The Board shall appoint the Committee Chairman from among the members of the Committee. The Chairman may be appointed as a member of the Committee and also as Committee Chairman, but shall not chair the Committee when it is dealing with the matter of succession of the chairmanship.

Responsibilities

The Committee should carry out the duties below for the Company, major subsidiary undertakings and the group as a whole, as appropriate.

The Committee shall:

Board Evaluation, Composition and Nominations

- regularly review and evaluate the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and its committees and make recommendations to the Board with regard to any changes;
- give full consideration to succession planning for Directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
- be responsible for overseeing searches for, identifying and nominating qualified individuals for membership of the Board as and when Board vacancies arise;
- establish and recommend to the Board criteria for Board and Board committee membership, including as to director independence, skill, knowledge and experience, and recommend individuals for membership of the Board and its committees in accordance with any criteria which may be approved by the Board from time to time;
- on behalf of the Board, (i) review letters from shareholders concerning the Company's annual general meeting and governance process and make recommendations to the Board in respect thereof and (ii) review and present to the Board individual director candidates recommended by shareholders for election and shareholder proposals;
- recommend to the Board those Directors to be assigned to serve as members and chairpersons of the committees of the Board;
- in making its recommendations for Board and committee membership, review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on any criteria which may be approved by the Board from time to time (and

taking into account the independence, financial literacy and financial expertise standards that may be required under the SEC rules, the rules of NASDAQ as appropriate or applicable);

- annually review the composition of the Board as a whole including whether the Board reflects the appropriate balance of independence, sound judgment, business specialisation, technical skills, diversity and other desired qualities and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience;
- before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment.

In identifying suitable candidates the Committee shall:

- retain a third-party consultant, when and if appropriate from time to time, to assist the Committee in searching for and identifying candidates;
- consider candidates from a wide range of backgrounds; and
- consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position;
- in evaluating current Directors for re-nomination to the Board or appointment to any Board committees, assess the performance of such Directors;
- for the appointment of a Chairman, prepare a job specification, including the time commitment expected. A proposed Chairman's other significant commitments should be disclosed to the Board before appointment and any changes to the Chairman's commitments should be reported to the Board as they arise;
- prior to the appointment of a Director, require the proposed appointee to disclose any other business interests that may result in a conflict of interest and report any future business interests that could result in a conflict of interest;
- keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- review the results of the Board performance evaluation process that relate to the composition of the Board;
- review and recommend to the Board an appropriate course of action upon the resignation of current Board members or any planned expansion of the Board and review the qualifications for service on the Board of any potential additional or replacement members of the Board;

- ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;

Establishment and Review of Corporate Governance Policies and Practices

- periodically review the charter and composition of each Board committee and make recommendations to the Board regarding the revision of committee charters, the composition of each committee and if necessary the creation or elimination of committees;
- develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to any corporate governance guidelines which may be approved by the Board from time to time;
- periodically review the Company's corporate governance policies and practices and make recommendations to the Board in this regard;
- monitor compliance with the Company's corporate governance policies and practices;
- oversee the Company's establishment and maintenance of means by which allegations of violations of, or non-compliance with the Company's corporate governance policies and practices can be reported to the Committee in a confidential manner;
- consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board regarding such matters;
- review and consider any requests for waivers of any codes or guidelines which may be adopted by the Board from time to time for the Directors, the Company's executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to any such request for a waiver;
- review the Company's corporate governance statement prior to its inclusion in its annual report and accounts;
- review the Company's constitution periodically and recommend to the Board any necessary modifications thereto;
- review the Company's other governance practices and policies and any risks to the Company related thereto, including with respect to director overboarding and conflicts of interest and environmental, health, safety and social responsibility matters;
- periodically review the Company's strategy, objectives, policies and practices in the areas of management and leadership development, diversity and human resource management and support;

General

- review all shareholder proposals submitted to the Company (including any proposal relating to the nomination of a Director) and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal;

- conduct an annual self-evaluation of the performance of the Committee and its members, including its effectiveness and compliance with this charter, the results of which shall be discussed with the Board;
- at least annually, review and reassess the adequacy of this charter, and recommend to the Board amendments as the Committee deems appropriate;
- review annually the time required from non-executive Directors. Performance evaluation should be used to assess whether the non-executive Directors are spending enough time to fulfil their duties;
- exercise such additional powers as may be requested by the Board or reasonably necessary or desirable, in the Committee's discretion, to fulfil its responsibilities and duties under this charter; and
- consider such other matters as may be requested by the Board from time to time and work and liaise as necessary with all other Board committees.

Recommendations

The Committee shall also make recommendations to the Board concerning:

- formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive Officer;
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- membership of the Company's Audit and Remuneration Committees, and any other Board committees as appropriate, in consultation with the chairmen of those committees;
- the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- the re-election by shareholders of any Director, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the orientation and continuing education program of the Board;
- any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and their service contract; and
- the appointment of any Director to executive or other office.

Miscellaneous

Upon a Director nominee's appointment to the Board, the new Director shall complete an adequate induction plan as designed by the Committee. The induction shall take place before any Board meetings are held in which such new Director is due to vote.

Reporting responsibilities

The Committee Chairman shall report formally to the Board on its deliberations after each meeting and shall formally summarise its examinations and recommendations to the Board where appropriate or where requested by the Board.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Authority and Delegations

Appointment of External Advisors

The Committee may, in its sole discretion, retain or obtain the advice of consultants, legal counsel or other advisers to the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultants, legal counsel and other adviser retained by the Committee.

The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to consultants, legal counsel or any other adviser retained by the Committee.

Delegation

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

Authority

A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

The Committee is authorised by the Board to examine any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company for this purpose. The Committee has the power to retain outside counsel, service providers, advisers and/or consultants in carrying out its function.

The Committee is authorised to seek any information it requires from any employee or Director, and all such employees or Directors will be directed to co-operate with any request made by the Committee.

The Committee shall: (i) have access to sufficient resources in order to carry out its duties, including access to the company secretary of the Company for assistance as required; (ii) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members; (iii) be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult; and (iv) at all times give due consideration to the provisions and recommendations of all applicable laws and published guidelines regarding the nomination of Directors to the board of listed companies.

Procedures

Meetings

The Committee shall meet on a regularly-scheduled basis at least quarterly. The Committee may meet at other times during the year as required, or as agreed between the members of the Committee or as requested by the Committee Chairman. The Committee Chairman shall preside at each meeting and, in the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The Committee Chairman shall set agendas for meetings and determine the Committee's information needs.

Members may participate in a meeting of the Committee by means of conference telephone or other communication equipment by means of which all participants in the meeting can hear each other.

The quorum necessary for the taking of any action by the Committee shall be all three members of the Committee.

Each member of the Committee shall have one vote which may be cast on matters considered at a meeting of the Committee. Votes can only be cast by members attending a meeting of the Committee. The affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. If a matter being considered by the Committee is one where a member of the Committee, either directly or indirectly, has a personal interest, that member shall not be permitted to vote at the meeting. Save where he has a personal interest, the Committee Chairman will have a casting vote.

Any action of the Committee may also be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterparts) and any such action shall be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose.

Only members of the Committee have the right to attend Committee meetings. However, other Directors and persons, such as the Company's Chief Executive Officer, senior human resources personnel of the Company and external advisers may be invited to attend all or part of any meeting as and when appropriate and necessary.

In other respects, the Committee shall establish its own rules of procedure subject to the constitution of the Company.

Notice of meetings

Meetings of the Committee shall be called by the Committee Chairman at the request of any of its members or at the request of the Committee Chairman.

Unless otherwise agreed by consent of all members in writing, 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, any other person required to attend and all other non-executive Directors, 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.

Minutes of meetings

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

The Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all members of the Board unless it would be inappropriate to do so and shall be kept with the minutes of the meetings of the Board.

Annual General Meeting

The Committee Chairman shall attend the annual general meeting of the Company prepared to respond to any shareholder questions on the Committee's activities.