



NUCANA PLC (the "Company")

TERMS OF REFERENCE FOR DEVELOPMENT COMMITTEE

The following terms of reference (the "charter") were proposed and adopted by a resolution of the Board on 30th March 2022.

The Development Committee is established under article 26.3 of the Articles of Association of the Company.

I. PURPOSE

The purpose of the Development Committee (the "Committee") of the Board of Directors (the "Board") of **NuCana plc** is:

1. To periodically review and advise the Board on the Company's strategic direction and investment in the Research and Development of the Company's Pipeline and Products; and
2. To assist the Board in providing oversight of key aspects of investments in Research and Development Programs; and
3. To perform such other duties and responsibilities as enumerated in and consistent with this charter.

II. MEMBERSHIP AND PROCEDURES

A. Membership and Appointment

The Committee shall be comprised of not fewer than two members of the Board, as shall be determined from time to time by the Board. The members of the Committee shall be elected by the Board, or the committee thereof responsible for nominations of directors, as applicable, and shall hold office until their resignation or removal or until their successors shall be duly elected and qualified.

A majority of the members of the Committee shall be independent non-employee directors. In addition to the general independence standard required for membership on the Committee, Members of the Development Committee must make any personal financial interests known to the Development Committee as soon as any such interest arises.

B. Removal

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon delivery of oral or written notice to the Chairman of the Board, the Secretary of the Company, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

C. Chairperson

A chairperson of the Committee (the "Chairperson") may be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee's purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

D. Meetings, Minutes and Reporting

The Committee shall meet at least two times per year and at such other times as it deems necessary to carry out its responsibilities. All Committee members are expected to attend each meeting in person or via tele- or video-conference. Save as provided in this charter, meetings of the Committee (or any subcommittee thereof) shall be governed, *mutatis mutandis* by the provisions of the Company's Articles of Association relating to meetings and proceedings of directors.

The Committee shall keep minutes of the proceedings of the Committee. In addition to the specific matters set forth herein requiring reports by the Committee to the full Board, the Committee shall report such other significant matters as it deems necessary concerning its activities to the full Board.

The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position.

E. Delegation

The Committee may, by resolution passed by a majority of the Committee members, designate one or more subcommittees, each subcommittee to consist of at least two members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law, shall have and may exercise all the powers and authority of the Committee.

Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

F. Authority to Retain Advisors

The Committee shall have authority to retain or obtain the advice of such compensation consultants, legal counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall be directly responsible for the appointment, compensation and oversight of its consultants, legal counsel, experts and advisors and shall have sole authority to approve their fees and retention terms, and the Company shall provide funding for such fees and related expenses.

Before selecting any such consultant, legal counsel, expert or advisor, the Committee shall consider the following independence factors:

- The provision of other services to the Company by the entity that employs the consultant, legal counsel, expert or advisor (the “Employing Firm”).
- The amount of fees received from the Company by the Employing Firm, as a percentage of the total revenue of the Employing Firm.
- The policies and procedures of the Employing Firm that are designed to prevent conflicts of interest.
- Any business or personal relationship of the consultant, legal counsel, expert or advisor with a member of the Committee.
- Any business or personal relationship of the consultant, legal counsel, expert, advisor or Employing Firm with an executive officer of the Company.
- Any shares of the Company owned by the consultant, legal counsel, expert or advisor.

III. DUTIES AND RESPONSIBILITIES

The following shall be recurring duties and responsibilities of the Committee in carrying out its purposes. These duties and responsibilities are set forth below as a guide to the Committee, with the understanding that the Committee or the Board may alter or supplement them as appropriate under the circumstances, to the extent permitted by applicable laws, rules and regulations.

1. Review, evaluate and advise the Board regarding the quality, direction and competitiveness of the Company’s R&D programs, platforms and capabilities.
2. Monitor progress on the Pipeline.

3. Review, evaluate and advise the Board regarding the Company's progress in achieving its strategic R&D goals and objectives.
4. Review and make recommendations to the Board on the Company's internal investments in Research and Clinical Development.
5. Provide assistance to the Compensation Committee in setting any pipeline performance metric under the Company's incentive compensation programs and reviewing performance results.
6. Annually review and evaluate its own performance and deliver a report to the Board setting forth the results of the evaluation.
7. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for its approval.
8. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, Bylaws and governing law or regulation, as the Committee or the Board deems necessary or appropriate.