

# BENITEC BIOPHARMA INC.

## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

(ADOPTED EFFECTIVE AS OF 14 APRIL 2020)

### Purposes

The Nominating and Governance Committee (the “*Committee*”) of the Board of Directors of Benitec Biopharma Inc. (the “*Company*”) (a) identifies individuals qualified to become members of the Company’s Board of Directors (the “*Board*”); (b) recommends candidates to fill Board vacancies and newly-created director positions; (c) recommends whether incumbent directors should be nominated for re-election to the Board upon the expiration of their terms; (d) recommends corporate governance guidelines applicable to the Board and the Company’s employees; (e) oversees the evaluation of the Board and its committees; and (f) assesses and recommends Board members to the Board for committee membership.

### Composition

**Size.** The size of the Committee shall be determined by the Board, subject to any requirements or limitations in the Company’s certificate of incorporation or bylaws.

**Qualifications.** Each Committee member will be “independent” under the rules of the Nasdaq Stock Market (“*Nasdaq*”), subject to the exemptions and phase-in periods provided by Nasdaq rules. Desirable qualifications for Committee members include, but are not limited to, experience in corporate governance, board structures and processes, business management, personnel or human resources management, and organizational behavior.

**Selection.** The Board selects Committee members including to fill member vacancies following the resignation or removal of a Committee member, based on recommendations of the Committee. The Board will select a Committee chairman from among the Committee’s members.

**Resignation and Removal.** Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member. A Committee member may resign from the Committee upon written notice to the Board. Resignation from the Committee does not automatically resign the member from the Board.

### Authority and Responsibilities

The Committee has the following authority and responsibilities:

1. **Develop Nominating Criteria.** The Committee shall periodically assess, develop, and communicate with the Board concerning the appropriate criteria for nominating and appointing directors, including the size and composition of the Board, corporate governance policies, applicable listing standards, laws, rules and regulations, the consideration of stockholder nominees to the Board, the

Company's Nominating Policy, attached hereto as Annex A, and other factors considered appropriate by the Board or the Committee.

2. Identify New Director Candidates. The Committee shall identify individuals believed to be qualified to become Board members and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider such factors as it deems appropriate, consistent with the factors in the Company's Nominating Policy, attached hereto as Annex A. These factors may include judgment, skill, diversity, integrity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee shall also review the qualifications of, and make recommendations to the Board regarding, director nominations submitted to the Company in accordance with the Company's bylaws or otherwise.
3. Evaluate Incumbent Directors. The Committee shall evaluate and recommend to the Board whether an incumbent director should be nominated for re-election to the Board upon expiration of such director's term. The Committee will consider the same factors established for new director candidates to make its evaluation and recommendation and will also take into account the incumbent director's qualifications, suitability and performance as a Board member and such other factors as the Committee deems appropriate.
4. Evaluate Independence. The Committee shall conduct an annual evaluation of whether each member of the Board qualifies as independent under applicable standards and shall present its recommendation to the Board.
5. Recommend Committee Members. The Committee shall recommend candidates for appointment to the Company's standing committees in accordance with the policies and principles in each committee's charter and taking into consideration such other factors as it deems appropriate, including business experience and the interplay of the candidate's experience with that of the other committee members.
6. Review Corporate Governance Guidelines. At least annually, the Committee shall review the Company's corporate governance guidelines and recommend changes, as appropriate. In addition, as necessary, the Committee shall recommend to the Board appropriate revisions to the Company's certificate of incorporation, bylaws, committee charters and Nominating Policy.
7. Assist in Succession Planning. At least annually, the Committee shall review and report to the Board on succession planning for appropriate contingencies in the event that the Chairman of the Board retires, resigns or is incapacitated. The Committee shall assist the Board in evaluating potential successors to the Chairman of the Board.
8. Review Possible Conflicts of Interest. The Committee shall consider possible conflicts of interest of Board members and management, including reviewing, as

necessary, any executive officer's request to accept a directorship position with another company, and make recommendations to the Board to prevent, minimize, or eliminate such conflicts of interest.

9. Recommendations as to the Board. The Committee shall make recommendations regarding the appropriate size of the Board and the effectiveness of the Board in fulfilling its obligations to the Company and its stockholders.
10. Administer Evaluations. The Committee shall oversee an annual evaluation of the Board, its committees and each director.
11. Orientation and Continuing Education. The Committee shall develop with management and monitor the process of orienting new directors and continuing education for all directors.
12. Committee Reports to the Board. At the next regular meeting of the Board after the Committee has met or taken action, the Committee shall report its activities and any recommendations to the Board.
13. Other Delegated Duties or Responsibilities. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time, and perform any other activities consistent with this charter, the rules of Nasdaq, the Company's certificate of incorporation, bylaws and applicable laws, rules and regulations.

## **Meetings**

The Committee shall meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair shall, in consultation with the other members of the Committee and appropriate officers of, and legal counsel to, the Company, establish the agenda for each Committee meeting. Any Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members selected by the Board shall constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law, the Company's certificate of incorporation or its bylaws. The Committee Chair shall supervise the conduct of the meetings and shall have other responsibilities which the Committee may designate from time to time.

The Committee may request any officer or employee of the Company, or any representative of the Company's internal or outside legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence will not destroy the quorum for the meeting. The Committee may act by unanimous written consent.

## **Delegation**

Except as otherwise provided in the Company's certificate of incorporation, bylaws or resolution of the Board, the Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

## **Resources and Authority**

The Committee shall have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding in such amount as the Committee deems necessary, to compensate any consultants or any other advisors, including independent counsel, retained by the Committee, and shall have the authority to investigate any matter brought to its attention within the scope of its duties. The Committee shall have the sole authority to retain and terminate search firms to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities and duties.

## **Annual Review**

At least annually, the Committee shall (a) review this Charter with the Board and recommend any changes to the Board and (b) evaluate its performance against the requirements of this Charter and review this evaluation with the Board. The evaluation shall include the goals and objectives of the Committee for the upcoming year. The Committee shall conduct its review and evaluation in such manner as it deems appropriate.

## Annex A

### **BENITEC BIOPHARMA INC.**

#### **NOMINATING POLICY**

##### **Process for Evaluating and Selecting Potential Director Candidates**

The Nominating and Governance Committee (the “*Committee*”) is responsible for (a) identifying individuals believed to be qualified to become members of the Board of Directors (the “*Board*”) of Benitec Biopharma Inc. (the “*Company*”), (b) recommending candidates to the Board to fill vacancies and newly-created director positions, and (c) recommending to the Board whether incumbent directors should be nominated for re-election to the Board upon the expiration of their terms. The Committee is also responsible for periodically assessing, developing and communicating with the full Board concerning the appropriate criteria to be utilized in nominating and appointing directors.

##### **Minimum Qualifications for Director Nominees**

The Committee has established the following minimum criteria for evaluating prospective Board candidates:

- Reputation for integrity, strong moral character and adherence to high ethical standards.
- Holds or has held a generally recognized position of leadership in community and/or chosen field of endeavor, and has demonstrated high levels of accomplishment.
- Demonstrated business acumen and experience, and ability to exercise sound business judgment and common sense in matters that relate to the current and long-term objectives of the Company.
- Ability to read and understand basic financial statements and other financial information pertaining to the Company.
- Commitment to understand the Company and its business, industry and strategic objectives.
- Commitment and ability to regularly attend and participate in meetings of the Board, Board committees and stockholders, number of other company boards on which the candidate serves and ability to generally fulfill all responsibilities as a director of the Company.
- Willingness to represent and act in the interests of all stockholders of the Company rather than the interests of a particular group.
- Good health and ability to serve.

- For prospective non-employee directors, independence under applicable Securities and Exchange Commission (“*SEC*”) and stock exchange rules, and the absence of any conflict of interest (whether due to a business or personal relationship) or legal impediment to, or restriction on, the nominee serving as a director, it being understood that not all directors are required to be independent under Nasdaq listing standards.
- Willingness to accept the nomination to serve as a director of the Company.

### **Other Factors for Potential Consideration**

The Committee will also consider the following factors in connection with its evaluation of each prospective nominee:

- Whether the prospective nominee will foster a diversity of backgrounds, skills, perspectives and experiences.
- For potential audit committee members, whether the nominee possesses the requisite education, training and experience to qualify as “financially literate” or as an audit committee “financial expert” under applicable SEC and stock exchange rules.
- For incumbent directors standing for re-election, the incumbent director’s performance during his or her term, including the number of meetings attended, level of participation, overall contribution to the Company, number of other company boards on which the director serves, and any changed circumstances affecting the individual director that may bear on his or her ability to continue to serve on the Board.
- The composition of Board and whether the prospective nominee will add to or complement the Board’s existing strengths.

### **Process for Identifying, Evaluating and Recommending Nominees**

The Committee initiates the process by preparing a slate of potential candidates who, based on their biographical information and other information available to the Committee, appear to meet the criteria specified above and/or who have specific qualities, skills or experience being sought (based on input from the full Board).

- *Outside Advisors.* The Committee may engage a third-party search firm or other advisors to assist in identifying prospective nominees.
- *Stockholder Suggestions for Potential Nominees.* The Committee will consider suggestions of nominees from stockholders. The Committee will evaluate a prospective nominee suggested by any stockholder in the same manner and against the same criteria as any other prospective nominee identified by the Committee from any other source.

- *Nomination of Incumbent Directors.* The re-nomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above.

After reviewing appropriate biographical information and qualifications, first-time candidates will be interviewed by at least one member of the Committee and by the chief executive officer.

Upon completion of the above procedures, the Committee shall determine the list of potential candidates to be recommended to the full Board for nomination at the annual meeting or special meeting or to fill any vacancy.

The Board will select the slate of nominees (or in the case of a vacancy, select such nominee) only from candidates identified, screened and approved by the Committee.