

**Hikma Pharmaceuticals PLC ('Hikma' or the 'Company')**

**Compliance, Responsibility and Ethics Committee (the 'Committee')**

**Terms of Reference**

**Approved by the Nomination and Governance Committee on: 11 December 2025**

**Constitution**

**1. Membership**

The membership of the Committee shall be determined by the Nomination and Governance Committee.

Membership of the Committee shall comply with the following reference points:

- **Eligibility:** Independent Non-Executive Directors and Executive Directors are eligible to become members of the Committee
- **Audit Chair:** The Chair of the Audit Committee shall be a member of the Committee.
- **Chief Executive:** The Chief Executive Officer shall be a member of the Committee.
- **Minimum:** the minimum number of members shall be three
- **Maximum:** there shall be no maximum number of members

Only members of the Committee have the right to attend Committee meetings. Non-members may be invited to attend all or part of any meeting, as and when appropriate and necessary.

**2. Chair**

The Chair of the Committee shall be determined by the Board, taking into account the advice of the Nomination and Governance Committee. The Committee Chair shall be an Independent Non-Executive Director.

In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these Terms of Reference to be appointed to that position by the Board.

**3. Secretary**

The Company Secretary of Hikma or their nominee shall act as Secretary to the Committee.

**4. Quorum**

The quorum necessary for the transaction of business shall be two members.

**5. Frequency**

The Committee shall meet as and when it is deemed necessary, normally three times a year.

**6. Notice**

Meetings of the Committee shall be convened by the Secretary at the request of the Committee Chair any of its members. Unless otherwise agreed, notice of each meeting confirming the

	<p>venue, time and date together with an agenda of items to be discussed, shall normally be forwarded to each member of the Committee at least five days prior to the date of the meeting.</p>
<b>7.</b>	<p><b>Minutes</b></p> <p>The Secretary shall minute the proceedings and resolutions of all meetings and/or correspondence of the Committee. The Secretary should 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 the Chair of the Committee.</p>
<b>Duties</b>	
<b>8.</b>	<p><b>Chief Compliance Officer</b></p> <p>Approving the appointment and removal of the Chief Compliance Officer or similar position leading the Group's department that develops, implements and oversees the Group's Corporate Compliance Programme.</p>
<b>9.</b>	<p><b>Code of Conduct</b></p> <ul style="list-style-type: none"> <li>• Reviewing the Group Code of Conduct to ensure the Code addresses identified risks associated with the Group's business activities and recommending any amendments to the Board for approval</li> <li>• Assessing compliance/conformance annually</li> <li>• Ensuring that the Code of Conduct is up to date and disseminated to all employees</li> <li>• Overseeing the programme of training and activities related to the promotion of the Code of Conduct</li> </ul>
<b>10.</b>	<p><b>Anti-Bribery and Anti-Corruption ('ABC')</b></p> <ul style="list-style-type: none"> <li>• Determining Group policies relating to ABC</li> <li>• Overseeing and reviewing the work of the Compliance function, which is led by the Chief Compliance Officer</li> <li>• Considering proposals from the Compliance function for enhancing and developing the Company's measures related to ABC</li> <li>• Monitoring the implementation of these measures to ensure that they are appropriate, effective and adequately enforced</li> <li>• Overseeing all audits in relation to compliance with ABC policies and procedures and their outcomes, and appointing internal and external parties to undertake such audits, and ensure that such audits are done independently and their outcomes are properly implemented in a timely fashion</li> </ul> <p>The Committee shall receive a briefing from the Chief Audit Executive at least annually in relation to any findings that may affect or influence the ABC compliance audit plan.</p>
<b>11.</b>	<p><b>Whistleblowing</b></p> <ul style="list-style-type: none"> <li>• Reviewing the Company's arrangements for its employees and stakeholders to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters</li> <li>• Ensuring that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action</li> <li>• Receiving a quarterly compliance report to assist it in discharging its duties</li> </ul>

12.	<p><b>Social Responsibility (SR)</b></p> <ul style="list-style-type: none"> <li>• Determining the Group's policies for SR, donations and sponsorships</li> <li>• Approving corporate sponsorships in accordance with the Group's policies for SR, donations and sponsorships</li> <li>• Approving material or significant sponsorships, donations, or payments out of the ordinary course of business to governmental entities, in accordance with the Group's policies for SR, donations and sponsorships</li> <li>• Overseeing the Group's SR, volunteering and related programmes</li> </ul>
13.	<p><b>Sustainability</b></p> <ul style="list-style-type: none"> <li>• Overseeing the development of and recommending to the Board for approval the Group's sustainability strategy</li> <li>• Supporting management in setting the Group's sustainability ambition, metrics/KPIs and targets</li> <li>• Reviewing the ESG governance structure against regulatory expectations and strategic aims and objectives</li> <li>• Monitoring performance delivery against ESG KPIs</li> <li>• Overseeing the delivery of key ESG reporting and disclosure frameworks and providing input into their findings</li> <li>• Receiving the annual Sustainability Report prior to publication, following approval by the Committee Chair</li> <li>• Working and liaising as necessary with other Board Committees in regard to ESG-related matters, including with the Remuneration Committee regarding appropriate ESG-related performance objectives and with the Audit Committee regarding non-financial reporting matters</li> </ul>
14.	<p><b>Other Ethics, Legal and Regulatory Compliance Matters</b></p> <p>The Committee is responsible for overseeing the Group's approach to and where appropriate, determining and overseeing compliance with policies and procedures for:</p> <ul style="list-style-type: none"> <li>• Anti-money laundering ('AML')</li> <li>• Trade sanctions</li> <li>• Anti-trust</li> <li>• Modern slavery, including recommending the Modern Slavery Statement to the Board for approval</li> <li>• Related party transactions</li> <li>• Data protection</li> <li>• Other ethical, legal and regulatory compliance or other matters where ethical consideration is pertinent</li> </ul> <p>The Committee shall receive reports of any investigations or violations related to failure to prevent the facilitation of tax evasion ('FTP').</p>
15.	<p><b>Reporting and Other Matters</b></p> <p><b>Board</b></p> <p>The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its remit.</p>

16.	<p><b>Stakeholders</b></p> <p>The Committee Chair shall be responsible for engaging with stakeholders regarding the Committee's business, including matters such as:</p> <ul style="list-style-type: none"> <li>• Attending the Annual General Meeting of the Company and responding as appropriate to any shareholder questions on the Committee's activities</li> <li>• Engaging with investors and other relevant external parties on significant matters relating to the Committee's areas of responsibility</li> <li>• Preparing a report about its activities and recommending it to the Board for approval and inclusion in the Company's Annual Report to shareholders. The report should include all information required by applicable laws, regulations and statutory requirements</li> </ul>
17.	<p><b>Performance Review</b></p> <p>The Committee shall, at least once a year, review its own performance to ensure it is operating effectively and make or recommend as appropriate any changes it considers necessary.</p>
18.	<p><b>Terms of Reference</b></p> <p>The Committee shall review its Terms of Reference as and when necessary and recommend any changes to the Nomination and Governance Committee for approval.</p>
<b>Authority</b>	
19.	<p><b>Information</b></p> <p>The Committee is authorised to seek any information or assistance that it requires from any employee or contractor of the Company in order to perform its duties and all employees and contractors are directed to co-operate with any request made by the Committee. The Committee is authorised to have unrestricted access to Company documents and information, Internal Auditors, Chief Compliance Officer and the Risk function.</p>
20.	<p><b>Resources and Advice</b></p> <p>The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat function for advice and assistance as required. The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its Terms of Reference which includes authorisation to employ the services of consultants and secure the attendance of any individuals with relevant experience and expertise at Committee meetings if it considers this necessary.</p>
21.	<p><b>Sub-Committees</b></p> <p>The Committee is authorised to establish and oversee any Sub-Committees or working groups which may be relevant to support the Committee's work.</p>