

ROYALTY PHARMA PLC
DIRECTOR SHARE OWNERSHIP POLICY

Section 1. Purpose and Effective Date.

The purpose of this Director Share Ownership Policy (this “**Policy**”), together with the equity awards granted to certain members of the board of directors (the “**Board**”) of Royalty Pharma plc (the “**Company**”) pursuant to the Company’s Independent Director Compensation Policy, as may be amended from time to time (the “**Independent Director Compensation Policy**”), is to encourage such members of the Board to remain invested in the performance of the Company and the Company’s Class A ordinary shares, par value \$0.0001 per share (the “**Class A ordinary shares**”), and to more closely align the interests of the members of the Board with those of the Company’s shareholders. This Policy is designed to aid the Company in attracting and retaining those persons whose abilities, experience and judgment can contribute to maximizing shareholder value. Capitalized terms used herein but not defined have the meanings given to such terms in the Independent Director Compensation Policy.

Section 2. Share Ownership Requirements.

(a) Minimum Ownership Requirement. Each Covered Director is required to maintain during his or her tenure at the Company beneficial ownership of a number of Class A ordinary shares with a value equal to five times his or her applicable annual cash retainer of \$150,000 for service as a member of the Board (the “**Minimum Ownership Requirement**”), during his or her service on the Board. The value of a Covered Director’s beneficial ownership shall be calculated by multiplying (i) the sum of the number of Class A ordinary shares beneficially owned by the Covered Director (as determined in accordance with Section 2(b) hereof) by (ii) the closing price per share on the applicable measurement date. Once a Covered Director has achieved his or her Minimum Ownership Requirement, he or she will not be deemed non-compliant with this Policy if the value of his qualifying shares (as determined pursuant to Section 2(b) below) decreases below the Minimum Ownership Requirement solely due to a decrease in the closing price per share on the applicable measurement date and not due to a sale or other disposal of Class A ordinary shares by the Covered Director.

(b) Counting. For purposes of this Policy, Class A ordinary shares that count toward satisfaction of the Minimum Ownership Requirement shall include (a) any class of equity securities of the Company, in any case whether held (i) directly or indirectly or by or for the benefit of immediate family members; (ii) by trusts for the benefit of such person or such person’s immediate family members, or (iii) in a 401(k) plan, IRA or deferred compensation plan; and (b) shares of restricted Class A ordinary shares and shares subject to outstanding restricted share unit awards, in either case, that vest solely based on the passage of time. Class A ordinary shares that count toward satisfaction of the Minimum Ownership Requirement shall not include (x) Class A ordinary shares subject to outstanding share options, whether exercisable or unexercisable; (y) unearned performance-based vesting restricted Class A ordinary shares, restricted share unit awards or other incentive awards; and (z) warrants and all other forms of derivative securities.

Section 3. Compliance.

(a) Compliance Deadline. Each Covered Director serving on the Board as of the date of the Company’s initial public offering on June 16, 2020 shall have until June 16, 2025 to come into compliance with this Policy. Any newly appointed or elected Covered Director hereafter shall come into compliance with this Policy no later than the fifth anniversary of the Covered Director’s appointment or election.

(b) Determination of Share Ownership. Each Covered Director shall certify as to the number of Class A ordinary shares owned by him or her and compliance with the Minimum Ownership Requirement during his or her service on the Board of Covered Directors of the Company at least once each year (beginning with the year in which these ownership guidelines become applicable to such Covered Director) in connection with responding to the Company’s annual Director and Officer Questionnaire.

(c) Exceptions. The Minimum Ownership Requirement may be waived, at the sole discretion of the disinterested members of the Board, if compliance would create severe hardship for a Covered Director, or would violate Section 16(b) of the Securities Exchange Act of 1934, as amended or would prevent the Covered Director from complying with a court order, as in the case of a divorce settlement. A Covered Director may file notice with the Chairman of the Management Development and Compensation Committee of the Board (the "**MD&C Committee**") and the General Counsel to be presented to the Board, advising the Board of the circumstances and describing the extent of the waiver requested. It is expected that these instances will be rare.

(d) Remedies for Non-Compliance. The MD&C Committee has the authority to review each Covered Director's compliance (or progress towards compliance) with this Policy from time to time and, in its sole discretion, to impose such conditions, restrictions or limitations on any Covered Director as the MD&C Committee determines to be necessary or appropriate in order to achieve the purposes of this Policy. For example, the MD&C Committee may mandate that a Covered Director retain (and not transfer) all or a portion of any shares delivered to the Covered Director through the Company's equity plans or otherwise restrict the Covered Director's transfer of previously owned shares.

Section 4. Administration of the Policy.

(a) Authority. The MD&C Committee shall conduct the general administration of this Policy in accordance with its provisions. The MD&C Committee shall have full power and authority to interpret this Policy and to adopt such rules for the administration, interpretation and application of this Policy as are consistent therewith and to interpret, amend or revoke any such rules. The MD&C Committee may delegate administrative duties under this Policy to one or more agents as it shall deem necessary or advisable. Any decision or action taken by the MD&C Committee with respect to the administration or interpretation of this Policy shall be conclusive and binding on all persons.

(b) Liability. No member of the Board shall be personally liable for any action or determination made in good faith with respect to this Policy or to any settlement of any dispute between a Covered Director and the Company. The Board shall be entitled to rely upon the advice or opinions of any attorneys, consultants, accountants, appraisers, brokers or other persons with respect to all matters concerning this Policy.

Section 5. Amendment, Modification, and Termination.

This Policy may at any time or from time to time be amended, modified or terminated by the MD&C Committee.