Royalty Pharma plc

Nominating and Corporate Governance Committee Charter

Adopted October 15, 2026

Purpose

The Nominating and Corporate Governance Committee (the "**Committee**") is created by the Board of Directors (the "**Board**") of Royalty Pharma plc (the "**Company**") to:

- review and evaluate the size, composition, function and duties of the Board consistent with its needs;
- establish criteria for the selection of candidates to the Board and its committees, and identify individuals qualified to become Board members consistent with such criteria;
- recommend to the Board director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to Board committees;
- make recommendations to the Board as to determinations of director independence;
- review the Company's actions with respect to corporate responsibility and sustainability matters, including considering the impact of Company procedures and processes on employees, citizens and communities; and
- develop and recommend to the Board the Corporate Governance Guidelines and the Code of Business Conduct and Ethics for the Company and oversee compliance with such Guidelines and Code.

Membership

The Committee shall consist of at least three members, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of Nasdaq. The Committee, in consultation with the Chair of the Committee, shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Board/Committee Nominees

- The Committee shall oversee searches for and identify qualified individuals for membership on the Board. The Committee shall include, and have any search firm that it engages include, candidates reflecting a broad range of backgrounds,

experiences, skills and perspectives in the pool from which the Committee selects individuals for membership on the Board.

- The Committee shall review and consider director candidates recommended by shareholders in accordance with the procedures set forth in the Company's Articles of Association and applicable law, and shall evaluate any such candidates on the same basis as candidates identified by the Committee or any search firm.

- The Committee shall recommend to the Board criteria for Board and Board committee membership and shall recommend individuals for membership on the Board and its committees. In making its recommendations for Board and committee membership, the Committee shall:

    - 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 the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or Nasdaq rules for Audit Committee or other committee membership purposes);

    - in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;

    - periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, age, skills, background and diversity of experience and perspective;

    - periodically review, as appropriate, the service of all directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable;

    - consider rotation of committee members and committee chairs, as appropriate; and

    - oversee succession planning for the Board, including committee chairs.

Evaluating the Board and its Committees

- At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

Corporate Governance Matters

- The Committee shall develop and recommend to the Board the Code of Business Conduct and Ethics for the Company. At least annually, the Committee shall review and reassess the adequacy of such Code of Business Conduct and Ethics and recommend any proposed changes to the Board.

- The Committee shall oversee compliance with the Company's Code of Business Conduct and Ethics and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Company's Code of Business Conduct and Ethics for the Company's directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to any such request.

- The Committee shall develop and recommend to the Board the Corporate Governance Guidelines for the Company. At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board.

- The Committee shall review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.

- The Committee shall review, and if appropriate, approve related party transactions in accordance with the Company's Related Person Transaction Policy.

Corporate Responsibility and Sustainability Matters

- The Committee shall review the Company's significant strategies, initiatives, policies and programs on corporate responsibility and sustainability matters, including environmental sustainability and climate change, human rights, community and social impact, and employee health and safety.

- The Committee shall review the Company's philanthropic and educational initiatives, including the Company's support of charitable organizations.

- The Committee shall review significant public disclosures regarding corporate responsibility and sustainability issues.

- The Committee shall monitor the Company's performance on issues relating to corporate responsibility and sustainability against relevant market practices.

- The Committee shall receive periodic updates on the Company's engagement with shareholders and other key stakeholders on corporate responsibility and sustainability issues.

Reporting to the Board

- The Committee shall report to the Board periodically.

- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.

- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Authority and Delegations

The Committee has the sole authority to retain and terminate any advisers, including search firms to identify director candidates and legal counsel, including sole authority to approve all such advisers' fees and other retention terms.

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

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.