

**THERAVANCE BIOPHARMA, INC.  
AMENDED AND RESTATED DEVELOPMENT AND COMMERCIALIZATION  
COMMITTEE CHARTER**

**PURPOSE**

The purpose of the Development and Commercialization Committee (the “Committee”) of the Board of Directors (the “Board”) of Theravance Biopharma, Inc. (the “Company”) is to assist the Board’s understanding, direction and oversight of, and advise management regarding, the Company’s (i) development activities and portfolio and (ii) commercial strategy, commercial execution and medical affairs activities, consistent with the strategic and operating goals of the Company.

**MEMBERSHIP**

The members of the Committee will be nominated by, will be appointed by, and will serve at the discretion of, the Board upon the recommendation of the Nominating/Corporate Governance Committee of the Board. In determining whether a director is eligible to serve as a Committee member, the Board shall consider the director’s regulatory, compliance, technical, scientific, medical, commercial, marketing, and/or sales expertise, as well as any other relevant operational or business experience, and the Committee will consist of at least two (2) members of the Board.

The members shall serve until their resignation, retirement or removal by the Board and/or until their successors are appointed.

The Board shall designate one member of the Committee as the Committee’s Chairperson. Each member of the Committee may be removed by the Board in its sole discretion. In the absence of that designation, the Committee may designate the chairperson by majority vote of the Committee’s members.

The heads of Development, Medical Affairs, and Commercial of the Company and the Chair of the Committee will develop agendas with input from the other members of the Committee, the CEO of the Company and the Chair of the Board or the Lead Independent Director, if there is one, of the Board. The Chair will then, in consultation with the other members of the Committee, set the agenda for meetings of the Committee and conduct the proceedings of meetings of the Committee. The agenda and information concerning the business to be conducted at each Committee meeting shall be provided to the members of the Committee in advance of each meeting in order to permit each member of the Committee reasonable time to review.

**RESPONSIBILITIES AND AUTHORITY**

The responsibilities and authority of the Committee shall include:

1. Provide strategic, directional, and operational advice and guidance to the Company regarding its development, medical affairs, and commercial risks, strategies, plans and programs;

2. Periodically evaluate the alignment of the Company's development, medical affairs, and commercial programs and progress with the Company's strategic goals and objectives;
3. Review longer-range, forward-looking opportunity and risk assessments presented by management for clinical development and commercialization of the Company's programs;
4. Advise the development and commercial elements of the Company's long-range plan and lifecycle management plans;
5. Periodically review, evaluate and advise the Board on the overall quality, competitiveness, strategy, direction and effectiveness of the Company's development, medical affairs, and commercial programs;
6. Conduct periodic reviews of the Company's clinical and commercial strategies;
7. Review, evaluate and advise the Board regarding the scientific rationale across the Company's clinical studies;
8. Review with management the key assumptions and risks of the future state of medical needs targeted by specific programs;
9. Review commercial and medical launch strategies prior to regulatory approval of new products or indications;
10. Periodically review partnering, alliance and licensing opportunities and, if requested, advise the Board and management on business development transactions;
11. Periodically review intellectual property portfolio and its protection as well as patent strategy;
12. Oversee the development of the Company's governance, processes, organizational structure and other elements necessary for internal and external commercial, medical affairs and development portfolio decision making;
13. Periodically monitor drug pricing, reimbursement, aggregate spending, field force investment, international markets and commercial performance relating to each of the Company's approved drug products;
14. Reviewing the Committee's own charter, structure, processes and membership requirements; and
15. Performing such other duties as may be requested by the Board.

In addition, the Committee may opt to refer any matter to the entire Board for consideration or the Board may opt to assume any matter for its consideration, notwithstanding the existence of this Committee. The existence of this Committee shall in no way limit the Board authority to consider or act on any matter.

## **INVESTIGATIONS, STUDIES AND OUTSIDE ADVISORS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility with full access to all books, records, facilities and personnel of the Company.

The Committee has authority to obtain advice and assistance from outside legal, accounting or other advisors at the Company's expense. The Committee shall have the authority to engage independent legal, accounting and other advisors, as it determines necessary to carry out its duties. The Committee shall have sole authority to approve related fees and retention terms.

## **MEETINGS**

Commencing in 2024, the Committee shall meet at least two (2) times per year. The Committee may take action by unanimous written consent. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. All members of the Board are invited and strongly encouraged to attend meetings of the Committee although the Committee may exclude from its meetings any person it deems appropriate in order to carry out its responsibilities, including non- management directors who are not members of the Committee.

## **MINUTES AND RECORDS**

The Committee will maintain written minutes of its meetings and actions by written consent, which minutes and actions will be filed with the minutes of the meetings and actions by written consent of the Board, as appropriate.

## **REPORTS**

The Chair of the Committee will periodically report to the Board on the Committee's deliberations and actions. The minutes of Committee meetings and actions by written consent of the Committee members will be made available to all Board members. For the avoidance of any doubt, any Committee member is permitted to privately share his or her views and recommendations to the Board regarding the results of the Committee's deliberations and actions and any other matters that may be considered in furtherance of the Committee's purposes.

## **COMPENSATION**

Members of the Committee shall receive such fees, if any, for their service as Committee members, as may be determined by the Board. Such fees may include retainers or per meeting fees and shall be paid in such form of consideration as is determined by the Board in accordance with the applicable rules of Nasdaq and the SEC.

## **DELEGATION OF AUTHORITY**

The Committee may, to the extent permitted under applicable law, the applicable rules of Nasdaq and the SEC, and the Company's Amended and Restated Memorandum and Articles of Association, form and delegate authority to subcommittees when appropriate. Each designated subcommittee shall establish its own schedule and maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board.

## **WEBSITE POSTING**

This Charter shall be made available on the Company's website.

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The Board has formed the Committee to assist the Board in directing the Company's affairs, and this Charter has been adopted in furtherance of this purpose. While this Charter should be interpreted in the context of all applicable laws, regulations, and listing requirements, as well as in the context of the Company's Amended and Restated Memorandum and Articles of Association, it is not intended to establish by its own force any legally binding obligations.

Adopted and effective December 21, 2023