

THERAVANCE BIOPHARMA, INC.
NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Nominating/Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Theravance Biopharma, Inc. (the “Company”) shall be to (i) oversee the nomination of directors for service on the Board and its committees and other related matters and (ii) review and consider developments in corporate governance practices and to recommend to the Board a set of effective corporate governance policies and procedures applicable to the Company. The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

MEMBERSHIP

The members of the Committee will be nominated by, will be appointed by, and will serve at the discretion of, the Board and will consist of at least two (2) members of the Board. Each member of the Committee may be removed by the Board in its sole discretion. Each member of the Committee will be an independent director in accordance with the rules promulgated by the Securities and Exchange Commission (“SEC”) and The Nasdaq Stock Market, LLC (“Nasdaq”). 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. In the absence of that designation, the Committee may designate the chairperson by majority vote of the Committee’s members. The Chair will set the agenda for meetings of the Committee and conduct the proceedings of meetings of the Committee.

DIRECTOR NOMINATION POLICY

The Committee has been established to serve the interests of the Company and its shareholders to obtain highly qualified candidates with the personal integrity, knowledge, skills, expertise, diversity of experience, ability to take independent analytical inquiries, understanding of the Company’s business environment and willingness to devote adequate time and effort to serve as members of the Board.

RESPONSIBILITIES AND AUTHORITY

The responsibilities and authority of the Committee shall include:

Board and Committee Nomination and Evaluation

1. Identifying, evaluating and making recommendations to the Board and the Company’s shareholders concerning the nominees for election to the Board and for appointment to its committees and the selection of Board committee chairs, in accordance with the requirements established by the SEC and Nasdaq and with the Board’s criteria for selecting new directors set

forth in the Company's Corporate Governance Guidelines as in effect from time to time (the "Guidelines");

2. Establish procedures for the submission of candidates for election to the Board, including recommendations by shareholders of the Company, which procedures shall be set forth in the Company's policies and procedures for director candidates, including, without limitation, the Guidelines. Review and evaluate any shareholder nominees for director submitted in accordance with the Company's Amended and Restated Memorandum and Articles of Association, as amended from time to time (the "Organization Documents") and any candidates for the Board recommended by shareholders in accordance with the Company's policies and procedures for director candidates;

3. Conducting searches for potential members of the Board with the desired qualifications and expertise;

4. Evaluating the performance of the Board and of individual directors and overseeing the Board performance evaluation process, including conducting surveys of director observations, suggestions and preferences;

5. Evaluating and, if deemed necessary, making recommendations on the removal of Board membership of any director in accordance with the Code of Business Conduct or the Guidelines, for cause or for other appropriate reason;

6. Evaluating the current composition and organization of the Board and its committees, determining future requirements and making recommendations to the Board for approval;

7. Overseeing and implementing, as necessary, director continuing education programs, including compliance with any applicable director continuing education requirements;

8. Reviewing the Committee's own charter, structure, processes and membership requirements; and

9. Performing such other duties as may be requested by the Board.

Corporate Governance

1. Regularly reviewing issues and developments related to corporate governance and identifying and bringing to the attention of the Board current and emerging corporate governance trends and issues that may affect the business operations, performance or public image of the Company;

2. Reviewing and assessing the adequacy of the Board's Corporate Governance Guidelines and recommending any modifications to the Corporate Governance Guidelines to the Board for approval;

3. Reviewing actual and potential conflicts of interest of Board members and of corporate officers (including potential taking of "corporate opportunity" by insiders) and resolving

appropriate involvement, if any, of such persons in matters that may involve a conflict of interest or taking of corporate opportunity;

4. Generally advising the Board on corporate governance matters;

5. Reviewing and assessing the adequacy of the Organization Documents and the charters of any committee of the Board periodically in order to ensure compliance with any principles of corporate governance developed by the Committee and recommend to the Board any necessary modifications to such documents;

6. Reviewing the Committee's own charter, structure and processes; and

7. Performing such other duties as may be requested by the Board.

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.

As appropriate, the Committee will obtain advice and assistance from outside legal, accounting or other advisors at the Company's expense.

MEETINGS

The Committee will determine its own schedule and will meet at least one (1) time each 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. 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 Committee will provide reports to the Board regarding the Committee's nominations for election to the Board and its committees and regarding such other matters as the Committee may deem appropriate.

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 rules of Nasdaq and the SEC, and the Company's Organization Documents, 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. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation, or listing standard to be exercised by the Committee as a whole.

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.

Last amended effective November 8, 2019