

STEALTH BIOTHERAPEUTICS CORP

REMUNERATION COMMITTEE CHARTER

A. Purpose

The purpose of the Remuneration Committee of the Board of Directors (the “Board”) of Stealth BioTherapeutics Corp (the “Company”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and executive officers of the Company’s Subsidiaries.

B. Structure and Membership

1. Number. Except as otherwise permitted by the applicable Nasdaq rules, the Company’s Articles of Association, as amended and in effect from time to time (the “Articles”) and any resolution of the Board establishing the Remuneration Committee, the Remuneration Committee shall consist of at least two members of the Board.
2. Independence. Except as otherwise permitted by the applicable Nasdaq rules and the Articles, each member of the Remuneration Committee shall be an “independent director” as defined by Nasdaq Rule 5605(a)(2). In addition, in affirmatively determining the independence of any director who will serve on the Remuneration Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: (i) the source of compensation of the director, including any director, consulting, advisory or other compensatory fee paid by the Company to the director; and (ii) whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.
3. Chair. Unless the Board elects a Chair of the Remuneration Committee, the Remuneration Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Remuneration Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Remuneration Committee shall be appointed by the Board, upon the recommendation of the Nominating Committee. The Board may remove members of the Remuneration Committee from such committee, with or without cause.

C. Authority and Responsibilities

General

The Remuneration Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company's management and others, in accordance with its business judgment.

Compensation Matters

1. **Executive Officer Compensation.** The Remuneration Committee shall review and approve, or recommend for approval by the Board, the compensation of the Company's Chief Executive Officer (the "CEO") and the Company's other executive officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The CEO may not be present during voting or deliberations on his or her compensation.
2. **Evaluation of Senior Executives.** The Remuneration Committee shall be responsible for overseeing the evaluation of the Company's senior executives. In conjunction with the Audit Committee in the case of the evaluation of the senior financial management, the Remuneration Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executives, to be discussed periodically with the Board.
3. **Plan Recommendations and Approvals.** The Remuneration Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation and equity-based plans that are subject to approval by the Board. In addition, the Remuneration Committee, or a majority of the independent directors serving on the Board, shall approve any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which shareholder approval is not sought and pursuant to which options or shares may be acquired by officers, directors, employees or consultants of the Company.
4. **Administration of Equity-Based Plans.** To the extent applicable under the Articles, the Remuneration Committee shall exercise all rights, authority and functions of the Board under all of the Company's share option, share incentive, employee share purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make share awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter, any such plan or a resolution of the Board, the Remuneration Committee shall not be authorized to amend any such plan. To the extent permitted by and consistent with applicable law and the provisions of a given equity-based plan, the Remuneration Committee may delegate to one or more executive officers of the Company the power to

grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Remuneration Committee, or a majority of the independent directors serving on the Board, shall approve any inducement awards to be granted in reliance on the exemption from shareholder approval contained in Nasdaq Rule 5635(c)(4).

5. Director Compensation. The Remuneration Committee shall periodically review and make recommendations to the Board with respect to director compensation.
6. Management Succession. The Remuneration Committee shall, at the request of the Board, periodically review and make recommendations to the Board relating to management succession planning, including policies and principles for CEO selection and performance review, as well as policies regarding succession in the event of an emergency or the retirement of the CEO.
7. Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board. To the extent the Company is required to comply with Item 402(b) of Regulation S-K, the Remuneration Committee shall review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"). The Remuneration Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Company's Annual Report on Form 20-F.
8. Compensation Committee Report. To the extent the Company is required to comply with Item 407(e)(5) of Regulation S-K, the Remuneration Committee shall prepare the annual Compensation Committee Report required by Item 407(e)(5) of Regulation S-K.
9. Compensation Consultants, Legal Counsel and Other Advisors. The Remuneration Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. The Remuneration Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Remuneration Committee. The Remuneration Committee is empowered, without further action by the Board, to cause the Company to pay the compensation, as determined by the Remuneration Committee, of any compensation consultant, legal counsel and other advisor retained by the Remuneration Committee. The Remuneration Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor, only after taking into consideration the applicable factors affecting independence that are specified in Nasdaq Rule 5605(d)(3)(D).
10. Additional Duties. The Remuneration Committee shall have such other duties as may be delegated from time to time by the Board.

D. **Procedures and Administration**

1. Meetings. The Remuneration Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Remuneration Committee may also act by unanimous written consent in lieu of a meeting. The Remuneration Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Remuneration Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a “non-employee director,” as such term is defined from time to time in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, and an “outside director,” as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder).
3. Reports to Board. The Remuneration Committee shall report regularly to the Board.
4. Charter. At least annually, the Remuneration Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Investigations. The Remuneration Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Remuneration Committee or any advisors engaged by the Remuneration Committee.
6. Periodic Self-Evaluation. Periodically, the Remuneration Committee shall evaluate its own performance.