

PROTHENA CORPORATION PLC

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

(as amended and restated effective December 14, 2016)

I. Committee Purpose and Authority

The primary purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of Prothena Corporation plc (the “Company”) are to (1) identify individuals qualified to become Board members, and recommend to the Board qualified individuals to be nominated for election or appointed to the Board, (2) make recommendations to the Board regarding composition of the Board and its committees, (3) develop and implement regular evaluations of the Board, (4) develop and implement regular evaluations of the performance of the Company’s Chief Executive Officer, (5) develop a succession plan for the Company’s Chief Executive Officer, and (6) develop corporate governance guidelines applicable to the Company.

The Committee will have the full power and authority of the Board with respect to these responsibilities, and the approval of this Charter by the Board of Directors constitutes a delegation of such power and authority to the Committee. The Committee may supplement or (except as otherwise required by applicable law) deviate from these responsibilities as it deems appropriate under the circumstances.

The Committee will have the authority to obtain advice and assistance, at the Company’s expense, from such outside legal counsel, consultants or other advisors as the Committee deems necessary to carry out its responsibilities. The Company will provide appropriate funding, as determined by the Committee in its capacity as a committee of the Board of Directors, for payment of (a) compensation to any outside legal counsel, consultant or other advisor engaged by the Committee as authorized by this Charter, and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its responsibilities.

II. Committee Composition and Meetings

The Committee will have a minimum of three members, each of whom will be a member of the Board of Directors and an “independent director” as such term is defined by Nasdaq Listing Rule 5605(a)(2). Members of the Committee will be appointed by and serve at the discretion of the Board of Directors, which will also appoint the Committee’s Chairman and Secretary.

The Committee will meet regularly as necessary to fulfill its responsibilities. Special meetings may be called by the Chairman of the Committee or the Chairman of the Board. Meetings may be held in person or by tele-conference or video conference. The Committee may also take action by unanimous written consent of its members. The Committee may delegate any of its responsibilities to a subcommittee comprised solely of a member or members of the Committee. At any meeting of the Committee or a subcommittee of the Committee, the presence of one-half of its members then in office will constitute a quorum for the transaction of business; and the act of a majority of the

members present at a meeting at which a quorum is present will be the act of the Committee or subcommittee.

The Committee may direct that any other director, officer or employee of the Company, and may request that any outside legal counsel, consultant or other advisor, attend a Committee meeting or meet with any member of the Committee or any of its advisors. The Committee may meet with any person in executive session.

III. Committee Responsibilities

A. Director Qualifications, Searches and Nominations. The Committee will:

1. Periodically review and recommend to the Board of Directors the appropriate size of the Board;
2. Determine what should be the minimum qualifications, and any specific qualities or skills, of individuals who should be considered for nomination or appointment to the Board;
3. Determine the policies and processes for identifying and evaluating qualified individuals who should be considered for nomination or appointment to the Board;
4. Identify and evaluate qualified individuals who should be considered for nomination or appointment to the Board;
5. Retain or engage, to the extent the Committee determines necessary or appropriate, a search firm or consultant to identify and evaluate qualified individuals who should be considered for nomination or appointment to the Board;
6. Consider director nominations properly submitted by the Company's shareholders in accordance with the Company's Memorandum and Articles of Association and applicable law; and
7. Recommend to the Board of Directors qualified individuals who should be nominated by the Board for election at the annual meetings of the Company's shareholders or who should be appointed to the Board to fill vacancies on the Board.

B. Committees. The Committee will recommend to the Board of Directors the formation, composition and chairmanship of standing and special committees of the Board.

- C. Board Evaluation.** The Committee will develop and implement annual evaluations of the performance of the Board and its committees.
- D. CEO Performance.** The Committee will develop and implement regular evaluations of the performance of the Company's Chief Executive Officer.
- E. CEO Succession.** The Committee will develop a succession plan for the Company's Chief Executive Officer and review succession plans for direct reports to the Chief Executive Officer.
- F. Other Responsibilities.** The Committee will:
 1. Review annually the Company's Corporate Governance Guidelines, and recommend to the Board of Directors any proposed changes to those Guidelines;
 2. Review annually the adequacy of this Charter, and recommend to the Board of Directors any proposed changes to this Charter; and
 3. Perform other responsibilities as directed by the Board of Directors.