

## AGOMAB THERAPEUTICS NV

### CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of AgomAb Therapeutics NV (the “Company”) has adopted these corporate governance guidelines to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal, state or other law or regulation (including the Belgian Code of Companies and Associations), the articles of association of the Company and if applicable, the rules of any stock exchange on which the Company’s stock is listed. The Board may review and amend these guidelines from time to time.

#### I. DIRECTOR CRITERIA AND SELECTION

A. **Responsibility and Process For Identifying and Selecting Directors:** The Board will be responsible for nominating members for election to the Board by the Company’s shareholders at a general meeting of shareholders. The Board is also responsible for filling vacancies on the Board that may occur between general meetings of shareholders. The Remuneration, Nomination and Corporate Governance Committee of the Board (the “Remuneration and Nomination Committee”) is responsible for identifying, reviewing, evaluating and recommending to the Board candidates to serve as directors of the Company in accordance with the Remuneration and Nomination Committee’s charter and the Company’s articles of association and consistent with the criteria listed below.

B. **Director Criteria:** With advice and input from the Remuneration and Nomination Committee, the Board will determine the appropriate characteristics, skills and experience for the Board as a whole and for its individual members. In evaluating director nominee recommendations from the Remuneration and Nomination Committee or otherwise, the Board will consider the minimum general criteria set forth below and may add any specific additional criteria with respect to specific searches. There is no requirement that an acceptable candidate fully satisfy all of the criteria and the assessment of the degree to which a candidate does so is in the Board’s sole judgment and discretion. The Board believes that director candidates should have certain minimum qualifications, including being able to read and understand basic financial statements and having the highest personal integrity and ethics.

In considering candidates recommended by the Remuneration and Nomination Committee and otherwise, the Board intends to consider such factors as: (i) the candidate possessing relevant experience and expertise to enable him or her to be able to offer germane advice and guidance to management; (ii) proven achievement and competence in his or her field; (iii) the ability to exercise sound business judgment; (iv) the candidate having an understanding of the fiduciary responsibilities required of a director; (v) commitment to devoting time and energy to the affairs of the Company; (vi) the candidate having a diverse personal background, perspective and experience; and (vii) commitment to vigorously represent the long-term interests of the Company’s stockholders.

In addition, the Board reviews candidates for director nomination in the context of the current composition of the Board, any specific needs of committees of the Board, the operating requirements of the Company, the long-term interests of the Company’s stockholders, the

matters discussed in Paragraphs C through G below and applicable laws, regulations, exchange listing requirements and contractual obligations of the Company.

In the case of incumbent directors whose terms of office are set to expire, the Board reviews such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance and any other relationships and transactions that might impair such directors' independence. In the case of new director candidates, the Board also determines whether the nominee must be independent for purposes of satisfying applicable listing requirements.

C. **Independence:** The Board will periodically evaluate all relationships between the Company and each independent director for the purposes of determining whether a material relationship exists that might represent a potential conflict of interest or otherwise interfere with the director's ability to satisfy his or her responsibilities as an independent director. If applicable, the Board shall meet the independence requirements set forth in the rules of any stock exchange on which the Company's stock is listed.

D. **Limit on Number of Other Boards:** Performing the duties and fulfilling the responsibilities of a Director requires a significant commitment of time and attention. The Board does not believe, however, that explicit limits on the number of other boards of directors on which a Director sits, or on other activities a Director pursues, are appropriate. The Board, however, recognizes that excessive time commitments can interfere with a Director's ability to perform and fulfill his or her duties and responsibilities effectively. The Remuneration and Nomination Committee will consider whether the performance of a Director has been or is likely to be adversely affected by excessive time commitments, including service on other boards of directors. Directors must notify the Chair of the Remuneration and Nomination Committee prior to accepting a seat on the board of directors of another business corporation so that the potential for conflicts or other factors compromising the Director's ability to perform or fulfill his duties and responsibilities may be fully assessed by the Board's leadership.

E. **Term and Age Limits:** The Board does not believe that limits on the number of consecutive terms a Director may serve or on the Directors' ages are appropriate in light of the substantial benefits of a sustained focus on the Company's business, strategy and industry over a significant period of time. Each Director's performance will be assessed by the Remuneration and Nomination Committee in light of relevant factors.

F. **Succession:** The Remuneration and Nomination Committee shall be responsible for developing succession plans for the Board.

G. **Consideration of Diversity:** The Board believes that diversity (including diversity of professional experience, social and economic background, gender, race, ethnicity, age, sexual orientation and gender identity) in its membership is important to serving the long-term interests of stockholders.

## **II. DIRECTOR RESPONSIBILITIES AND COMPENSATION**

A. **Role of Directors:** The business and affairs of the Company are managed by or under the direction of the Board. The Board has delegated to the CEO Director the authority and

responsibility for managing the Company's everyday affairs and has delegated certain powers to the executive committee of the Company.

B. **Attendance at Meetings:** Each member of the Board is expected to make reasonable efforts to attend meetings of the Board, whether regular or special. If a Director does not attend at least 75% of the Board's regular or special meetings (together with the meetings of committees on which the Director serves), the Company may be required to disclose that fact publicly. In addition, attendance and participation at meetings is an important component of the Directors' duties and, as such, attendance rates will be taken into account by the Remuneration and Nomination Committee in assessing Directors for renomination as Directors.

C. **Time Commitment; Advance Distribution and Review of Materials:** Directors are expected to spend the time needed and meet as frequently as the Board deems necessary or appropriate to discharge their responsibilities. Senior management is responsible for distributing in advance to Directors information important to the Board's understanding of the business to be conducted at a Board or Committee meeting. Directors should review these materials before the meeting.

D. **Director Compensation:** The Remuneration and Nomination Committee will periodically review and recommend to the Board the form and amount of Director compensation, except as otherwise proposed by the Board. The members of the Company's executive committee shall not receive additional compensation for their service as Directors.

### III. BOARD STRUCTURE AND PROCEDURES

A. **Size of Board:** The Board reserves the right at any time to propose to increase or decrease its size, subject to any provisions in the Company's articles of association, depending on the Board's assessment of its needs and other factors. The size of the Board may vary based upon the size of the business and the availability of qualified candidates. Board size should facilitate active interaction and participation by all Board members. The Board will review from time to time the appropriateness of its size.

B. **Board Leadership:** The Board shall fill the positions of Chair and CEO based upon its view of what is in the best interests of the Company and in accordance with the Company's articles of association.

C. **Committees:** The Board intends at all times to have an Audit Committee and a Remuneration and Nomination Committee. Each of these committees will have a written charter that sets forth its responsibilities and qualifications for committee membership. The Board may from time to time establish additional committees as it deems appropriate. Membership on the Audit and Remuneration and Nomination Committees is limited to independent directors meeting the independence requirements of the applicable laws, rules and regulations. The Board retains discretion to form new committees or disband current committees depending upon the circumstances.

D. **Executive Sessions:** The non-management Directors will meet at regularly scheduled executive sessions without management participation, and at least once each year the non-management Directors alone will meet in executive session. If the Chair is a non-management

director and an independent director, then the Chair will preside at these meetings. If the Chair is not an independent director, then the director who presides at these meetings will be chosen by those present at a meeting. In the event that the Board has not designated a Lead Independent Director or if the Lead Independent Director is unavailable to attend such a meeting, then a majority of the independent directors in attendance may designate one independent director to serve in such temporary capacity. In either case, the Director who presides at these meetings, and his or her name, or the process by which he or she is selected, will be disclosed publicly, if required by applicable laws, rules or regulations. To permit interested parties to make their concerns known to the non-management Directors, the Company will also disclose a method by which they can communicate directly and confidentially with the presiding Director or with the non-management Directors as a group.

E. **Director Access to Management and Independent Advisers:** In performing its responsibilities, the Board, and each committee, shall be entitled to rely on the advice and information it receives from management and the experts, advisers and professionals whom the Board, or a committee, may consult. The Board and each committee shall have the authority to request that any member of the Company's executive committee or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to provide advice to the Company, attend a meeting of the Board or committee or meet with any members of or advisers to the Board. The Board or any committee shall also have the authority to engage legal, accounting or other advisers to provide advice and information it deems appropriate to carry out its responsibilities.

F. **Directors With a Change in Professional Status:** The Board does not believe Directors who retire or change their principal occupation or business association should necessarily leave the Board. However, promptly following any such event, the Director should notify the Remuneration and Nomination Committee, so that it can review and advise the Board regarding the continued appropriateness of the Director's Board membership.

G. **Director Orientation and Continuing Education:** The Board believes that each Director should be aware of corporate governance issues, legal duties and obligations and best practices involved in serving on a public company board of directors. Directors are encouraged to enhance their awareness by joining other boards of directors, reading relevant publications, attending director education programs and pursuing other educational opportunities. The Company will conduct an orientation program for each new Director. The orientation will be designed to familiarize the new Director with the Company's business and strategic plans, key policies and practices, principal officers and management structure, auditing and compliance processes and its code of business conduct and ethics. The Remuneration and Nomination Committee will be responsible for periodically providing, or arranging for the provision of, materials or briefing sessions for continuing Directors on topics that will assist them in discharging their duties.

H. **Management Succession:** The Remuneration and Nomination Committee shall be responsible for developing a CEO succession plan for consideration by the Board and reporting on the plan to the Board.

#### IV. OTHER CORPORATE GOVERNANCE MATTERS

A. **Annual Performance Evaluations of the Board and Committees:** The Board will conduct a self-evaluation at least annually for the purpose of determining whether it and its committees are functioning effectively, and the Audit Committee and the Remuneration and Nomination Committee will conduct a self-evaluation at least annually for the purpose of determining whether it is functioning effectively, and report the results thereof to the Board. The Remuneration and Nomination Committee will oversee the evaluation process.

B. **Communications with Outside Interested Parties:** The Board believes that management should be responsible for communications with the press, media and other outside parties on behalf of the Company, although individual Board members may, at the request of management or the Board, communicate with outside parties on behalf of the Company.

C. **No Limitation on Other Rights:** These guidelines are not intended to modify, eliminate or in any other manner limit the indemnification, exculpation and similar rights available to the Directors of the Company under applicable law and/or the Company's articles of association.

D. **Modifications to Guidelines:** Although these guidelines have been approved by the Board, they may evolve over time as customary practice and legal requirements change. In particular, guidelines that reflect legal, regulatory or exchange requirements as they currently exist will be deemed to be modified as and to the extent those requirements change. In addition, the guidelines may be amended by the Board at any time as it deems appropriate.

ADOPTED: December 6, 2024

EFFECTIVE: January 1, 2025