

Remuneration, Nomination and Corporate Governance Committee Charter

I. General Statement of Purpose

The Remuneration, Nomination and Corporate Governance Committee of the Board of Directors (the “Remuneration and Nomination Committee”) of **AgomAb Therapeutics NV** (the “Company”) on behalf of the Board of Directors (the “Board”), prepares recommendations for the Board to discharge its responsibilities relating to remuneration of the Company’s directors and members of the Company’s executive committee, oversees the Company’s overall remuneration structure, policies and programs, reviews the Company’s processes and procedures for the consideration and determination of director and member of the Company’s executive committee remuneration, and, to the extent required by applicable law, is responsible for producing a report for inclusion in the Company’s annual report. A primary objective of the Remuneration and Nomination Committee is to develop and propose remuneration policies and plans that are appropriate for the Company in light of all relevant circumstances and which provide incentives that further the Company’s long-term strategic plan and are consistent with the culture of the Company and the overall goal of enhancing shareholder value. The Remuneration and Nomination Committee is also responsible for identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending that the Board select the director nominees for election at a general meeting of shareholders. The Remuneration and Nomination Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, periodically reviewing such guidelines and recommending any changes thereto. The Remuneration Committee and Nomination Committee is also responsible for periodically overseeing an evaluation of the Board, its committees and management.

II. Remuneration and Nomination Committee Composition

The number of individuals serving on the Remuneration and Nomination Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the Nasdaq Stock Market Rules, subject to any applicable exceptions in the Nasdaq Stock Market Rules. In determining the members of the Remuneration and Nomination Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The Board shall appoint the members of the Remuneration and Nomination Committee annually and may replace or remove them at any time, with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Remuneration and Nomination Committee. Vacancies, for whatever reason, may be filled only by the Board. The Board shall designate one member of the Remuneration and Nomination Committee to serve as chair of the Remuneration and Nomination Committee (the “Chair”).

III. Meetings

The Remuneration and Nomination Committee shall meet as often as it determines appropriate in person, by video or telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Remuneration and Nomination Committee shall constitute a quorum for purposes of holding a meeting and the Remuneration and Nomination Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Remuneration and Nomination Committee may act by unanimous written consent (which may include electronic consent). The Chair of the Remuneration and Nomination Committee, in consultation with the other members and management, may set meeting agendas consistent with this Remuneration and Nomination Committee charter (the “Charter”).

IV. Remuneration and Nomination Committee Activities

The Remuneration and Nomination Committee’s purpose and responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

B. Annual Performance Evaluation of the Remuneration and Nomination Committee

- Perform an annual performance evaluation of the Remuneration and Nomination Committee and report to the Board on the results of such evaluation.

C. Processes and Procedures for Considering and Determining Director and Member of the Company’s Executive Committee Remuneration

- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Remuneration and Nomination Committee deems advisable with regard to) the Company’s processes and procedures for the consideration and determination of director and member of the Company’s executive committee remuneration, and discuss with management any description of such processes and procedures to be included in the Company’s annual report on Form 20-F.
- Review and assess the results of the most recent shareholder advisory vote on executive compensation, if any, and, to the extent the Remuneration and Nomination Committee deems appropriate, take such results into consideration in connection with its review and approval of compensation for members of the Company’s executive committee.

D. Remuneration and Nomination Committee Report

- Prepare the Remuneration and Nomination Committee Report and review and discuss with management any other executive compensation-related disclosures to be included in the Company's annual report, if and when required in accordance with the applicable rules and regulations of the Securities and Exchange Commission, the Nasdaq Stock Market rules, and any other rules and regulations applicable to the Company.

E. Incentive-Based Remuneration and Equity-Based Plans

- Review and propose grants and awards under incentive-based remuneration plans and equity-based plans, in each case consistent with the terms of such plans.
- Review and recommend to the Board policies and procedures for the grant of equity-based awards.

F. Matters Related to Remuneration and Evaluation of the Company's Chief Executive Officer

- Propose the remuneration of the Company's Chief Executive Officer ("CEO").
- Review and propose the corporate goals and objectives to be considered in determining the remuneration of the CEO.
- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and propose the CEO's remuneration based on such evaluation.
- In connection with proposing the long-term incentive component of the CEO's remuneration, the Remuneration and Nomination Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years.
- Review periodically the aggregate amount of remuneration being paid or potentially payable to the CEO.
- The CEO may not be present during voting or deliberations concerning his or her remuneration.

G. Matters Related to Remuneration and Evaluation of the Members of the Company's Executive Committee Other Than the Chief Executive Officer

- Propose the remuneration of all members of the Company's executive committee of the Company other than the CEO.
- Review periodically the aggregate amount of remuneration being paid or potentially payable to the members of the Company's executive committee.

- Oversee an annual evaluation of the members of the Company's executive committee for the prior fiscal year

H. Compensation Recovery Policy

- The Remuneration and Nomination Committee has the authority to adopt and administer a compensation recovery policy including, without limitation, a policy designed to comply with any applicable claw-back laws or rules or regulations adopted by the Securities and Exchange Commission and Nasdaq Stock Market Rules pursuant to Section 10D of the Exchange Act.

I. Selection of New Directors

- Recommend to the Board for its approval criteria for Board and committee membership, which shall include a description of any specific qualifications that the Remuneration and Nomination Committee believes must be met by a nominee, and a description of any specific qualities or skills the Remuneration and Nomination Committee believes one or more of the Company's directors should possess, and periodically reassess the criteria and submit any proposed changes to the Board for approval.
- Establish a process for identifying and evaluating nominees for election to the Board, including nominees recommended by securityholders (a "Stockholder Nomination") and any policies or procedures for consideration of Stockholder Nominations.
- Upon identifying individuals qualified to become members of the Board, consistent with the criteria approved by the Board, recommend that the Board select these individuals as nominees for election at a general meeting of shareholders; provided that, if the Company is legally required by contract or otherwise to provide third parties the ability to nominate individuals for election to the Board, the selection and nomination of such nominees shall not be the responsibility of the Remuneration and Nomination Committee.
- Recommend to the Board the directors for appointment as Chair and as members of Board committees.
- Review all Shareholder Nominations and proposals submitted to the Company under the Securities Exchange Act of 1934, as amended, or otherwise, and any proposal relating to the procedures for making nominations or electing directors, determine whether the nomination or proposal was submitted in a timely manner, and in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend action to the Board on each such nomination or proposal.

J. Corporate Governance Guidelines

- Develop and recommend to the Board for its approval Corporate Governance Guidelines applicable satisfying the standards established under the Nasdaq Listed Company Manual.
- Periodically review and reassess the adequacy of the Corporate Governance Guidelines and Code of Business Conduct and Ethics and recommend any changes to the Board for approval.

K. Evaluation of Board of Directors

- Oversee an annual evaluation of the Board and its committees for the prior fiscal year.

L. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates

- Exercise sole authority on whatever reasonable terms it approves to retain and terminate a search firm or firms to assist it in identifying director candidates.

V. Additional Remuneration and Nomination Committee Authority

The Remuneration and Nomination Committee is authorized, on behalf of the Board, to do any of the following, as the Remuneration and Nomination Committee deems necessary or appropriate in its discretion:

A. Matters Related to Remuneration of the Company's Directors and Members of Senior Management

- Review and make such recommendations to the Board as the Remuneration and Nomination Committee deems advisable with regard to the remuneration of the directors of the Company, including with respect to any equity-based plans.
- Provide oversight of management's decisions regarding the remuneration of all members of senior management of the Company (other than the CEO and other members of the Company's executive committee described above), including with respect to any incentive-remuneration plans and equity-based plans.
- Review periodically the aggregate amount of remuneration being paid or potentially payable to members of the Company's senior management.

B. Matters Related to Remuneration Consulting Firms or Other Outside Advisers

- Retain or obtain the advice of remuneration consultants, legal counsel and/or other advisers.
- Have sole responsibility for the appointment, retention, remuneration and oversight of the work of any remuneration consultant, legal counsel or other adviser (each, a

“Consultant”) it retains (payment, as determined by the Remuneration and Nomination Committee, of reasonable remuneration to any such Consultant to be funded by the Company); and

- Before selecting a Consultant consider all factors relevant to the Consultant’s independence from management of the Company, including the following:
 - The provision of other services to the Company by the Consultant’s employer;
 - The amount of fees received from the Company by the Consultant’s employer, as a percentage of the total revenue of the Consultant’s employer;
 - The policies and procedures of the Consultant’s employer that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the Consultant with a member of the Remuneration and Nomination Committee;
 - Any stock of the Company owned by the Consultant; and
 - Any business or personal relationship of Consultant or the Consultant’s employer with a member of the Company’s executive committee .

The foregoing shall not apply to inside legal counsel or to a Consultant whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on a broad-based plan that does not discriminate in scope, terms, or operation, in favor of members of the Company’s executive committee or non-employee directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Consultant and about which the Consultant does not provide advice.

- Prohibit the Company from engaging a remuneration consultant engaged by the Remuneration and Nomination Committee, or an affiliate of any such remuneration consultant, to provide any other services to the Company without the approval of the Remuneration and Nomination Committee

C. Delegation of Authority to Make Equity Grants

- Propose a delegation of authority to the CEO to grant equity-based awards under any incentive-remuneration plans and equity-based plans to employees serving at the level below the Company’s executive committee, subject to any equity grant guidelines or vesting policy approved by the Board.

D. Succession Planning

- Review and discuss with the Board corporate succession plans for the CEO and other members of the Company’s executive committee.

E. Continuing Education

- Periodically prepare or assemble materials and conduct sessions for directors on topics that will assist them in discharging their duties.

VI. General

- The Remuneration and Nomination Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Remuneration and Nomination Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Remuneration and Nomination Committee shall make regular reports to the Board concerning areas of the Remuneration and Nomination Committee's responsibility.
- In carrying out its responsibilities, the Remuneration and Nomination Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisers and professionals with whom the Remuneration and Nomination Committee may consult.
- The Remuneration and Nomination 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 render advice to the Company attend a meeting of the Remuneration and Nomination Committee or meet with any members of or advisers to the Remuneration and Nomination Committee.
- The Remuneration and Nomination Committee may perform such other functions as may be requested by the Board from time to time.

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Adopted: December 6, 2024

Effective: January 1, 2025

Amended: December 9, 2025

Effective: February 5, 2026