

# NOMINATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER

## NEWAMSTERDAM PHARMA COMPANY N.V.

### INTRODUCTION

#### Article 1

- 1.1** This charter, together with the relevant provisions of the Board Rules, govern the organisation, decision-making and other internal matters of the Committee. In performing their duties, the Committee Members shall comply with this charter and the relevant provisions of the Board Rules.
- 1.2** This charter shall be posted on the Website.

### DEFINITIONS AND INTERPRETATION

#### Article 2

- 2.1** Unless otherwise defined in this charter, capitalised terms shall have the meanings ascribed to them in the Board Rules.

- 2.2** Without prejudice to Article 2.1, the following definitions shall apply in this charter:

<b>Article</b>	An article of this charter.
<b>Board</b>	The Company's board of directors.
<b>Board Rules</b>	The internal rules of the Board.
<b>Code of Conduct</b>	The Company's code of business conduct and ethics.
<b>Committee</b>	The Company's nomination and corporate governance committee.
<b>Committee Chairperson</b>	The chairperson of the Committee.
<b>Committee Member</b>	A member of the Committee.
<b>Company</b>	NewAmsterdam Pharma Company N.V.

- 2.3** Terms that are defined in the singular have a corresponding meaning in the plural.

- 2.4** Words denoting a gender include each other gender.

### COMPOSITION

#### Article 3

- 3.1** The Committee consists of at least two Non-Executive Directors.
- 3.2** The Committee Members shall be appointed and dismissed by the Board.
- 3.3** More than half of all Committee Members shall be independent within the meaning of the Dutch Corporate Governance Code.
- 3.4** All Committee Members shall be independent within the meaning of NASDAQ Rule

5605(a)(2), except as permitted by the applicable NASDAQ Rules.

- 3.5** The Committee shall elect a Committee Member to be the Committee Chairperson. The Committee may dismiss the Committee Chairperson, provided that the Committee Member so dismissed shall subsequently continue his term of office as a Committee Member without having the title of Committee Chairperson.

## **DUTIES AND ORGANISATION**

### **Article 4**

- 4.1** The Board may allocate from time to time certain of its tasks and duties to the Committee pursuant to a resolution to that effect. The Committee can validly pass resolutions in respect of matters which fall under the tasks and duties allocated to the Committee and such resolutions shall be attributed to the Board as if adopted by the Board itself.
- 4.2** The Committee is charged with, and shall be able to pass resolutions relating to, the following matters:
- a.** drawing up selection criteria and appointment procedures for the Directors, which shall include a description of any specific qualifications that the Committee believes must be met by a nominee, and a description of any specific qualities or skills the Committee believes one or more of the Directors should possess;
  - b.** reviewing the size and composition of the Board and submitting proposals for the composition profile of the Board;
  - c.** making recommendations to the Board as to the determination of independence of Non-Executive Directors;
  - d.** reviewing the functioning of individual Directors and reporting on such review to the Board;
  - e.** reviewing the appropriateness of continued Board membership of a Director who experiences any significant change in such Director's personal or professional circumstances, including any change in his or her principal employment, board membership of another company or other relevant matter, and recommending a course of action to the Board;
  - f.** drawing up a plan for the succession of Directors and other key officers of the Company;
  - g.** submitting proposals for (re)appointment of Directors; and
  - h.** supervising the policy of the Board regarding the selection criteria and appointment procedures for the Company's senior management and executive officers;
  - i.** overseeing the self-evaluation of the Board and its committees to determine whether they are functioning effectively; and
  - j.** developing the Code of Conduct and overseeing compliance with the Code of Conduct, including, at least annually, reviewing and reassessing the adequacy of the Code of Conduct and recommending any proposed changes to the Board.

- 4.3** The Committee has the authority to retain and terminate any advisors, including search firms to identify candidates for the Board or for executive positions, compensation consultants as to those individuals and legal counsel, including authority to approve all such advisers' reasonable fees and other retention terms.
- 4.4** The Committee shall meet as often as it determines is appropriate to carry out its responsibilities, but not less frequently than annually, and each meeting shall be presided over by the Committee Chairperson and, in the absence of the Committee Chairperson, one of the other Committee Members shall be designated as the acting chair of the meeting. A majority of the Committee Members shall constitute a quorum for purposes of a meeting, and the Committee may act by a vote of a majority of Committee Members present at a meeting.
- 4.5** The Committee may delegate all or part of its authority to subcommittees or to the Committee Chairperson.
- 4.6** The Committee shall regularly report on its deliberations and findings to the Board.
- 4.7** At least annually, the Committee shall review the performance evaluations prepared by each committee of the Board and consider any recommendations for proposed changes to the Board.
- 4.8** At least annually, within the context of the review referred to in Article 4.7, the Committee shall evaluate its own performance and report to the Board on such evaluation. The Committee shall also review and assess the adequacy of this charter at least annually and recommend any proposed changes to the Board.

## **AMENDMENTS AND DEVIATIONS**

### **Article 5**

Pursuant to a resolution to that effect, the Board may amend or supplement this charter and allow temporary deviations from this charter, subject to ongoing compliance with applicable law and stock exchange requirements.

## **GOVERNING LAW AND JURISDICTION**

### **Article 6**

This charter shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this charter shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.