

COMPENSATION 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:
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|------------------------------|---------------------------------------|
| Article | An article of this charter. |
| Board | The Company's board of directors. |
| Board Rules | The internal rules of the Board. |
| Committee | The Company's compensation committee. |
| Committee Chairperson | The chairperson of the Committee. |
| Committee Member | A member of the Committee. |
| Company | 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. In determining the Committee Members, the Board will consider whether the individual qualifies as a “non-

employee director” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

- 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.
- 3.6** The Committee Chairperson shall not be the Chairperson or a former Executive Director.

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.** reviewing and evaluating the Company's compensation policy and benefits policies generally, including the review and recommendation of incentive-compensation and equity-based plans of the Company, as well as the compensation of the CEO and the Company's other executive officers;
 - b.** overseeing an annual evaluation of the CEO and the Company's other executive officers and, at the discretion of the Committee, other members of senior management;
 - c.** submitting proposals to the Board concerning changes to the Company's compensation policy, as relevant;
 - d.** submitting proposals to the Board concerning the compensation of the Company's CEO, executive officers and the individual Directors, at least covering:
 - i.** the compensation structure;
 - ii.** the amount of the fixed and variable compensation components;
 - iii.** the applicable performance criteria;
 - iv.** the scenario analyses that have been carried out;
 - v.** the pay ratios within the Company's group;
 - vi.** if it concerns the compensation of a Director, the views of the Director concerned with regard to the amount and structure of his own compensation;
 - vii.** if considered appropriate by the Board or the Committee, the views of the executive officer concerned with regard to the amount and structure of his own compensation;
 - e.** the administration of the Company's equity-based plans;
 - f.** the review and assessment of risks arising from the Company's compensation policies

and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company;

- g.** the preparation of the Company's compensation report for the Board;
 - h.** review and discuss with management the compensation-related disclosure, including the Compensation Discussion and Analysis ("CD&A"), as applicable, included in the Company's annual proxy statement or annual report on Form 10-K, as applicable; based on the review and discussion, recommend to the Board whether the CD&A be included in such report;
 - i.** the preparation of the Committee's report required by SEC rules or the rules of any other regulatory body;
 - j.** consider the results of stockholder advisory votes on executive compensation ("say-on-pay") and the frequency of such votes, as applicable;
 - k.** the retention of or obtaining advice from a compensation consultant, legal counsel or other advisor as the Committee deems necessary or appropriate to carry out its responsibilities, including the appointment of such consultant, counsel or advisor and the ability to cause the Company, without further action, to pay with Company funds the reasonable compensation of such consultant, counsel or advisor as approved by the Committee, provided, however, that:
 - i.** in retaining or obtaining the advice of such consultant, counsel or advisor, other than in-house legal counsel, the Committee shall take into consideration the factors affecting independence required by applicable SEC rules and NASDAQ rules; and
 - ii.** the Committee will be responsible for the oversight of the work of any such consultant, counsel or advisor;
 - l.** monitor payments from third parties to any Director related to their service as a director.
- 4.3** 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 holding a meeting, and the Committee may act by vote of a majority of Committee Members present at a meeting.
- 4.4** The Committee may delegate all or part of its authority to subcommittees or to the Committee Chairperson.
- 4.5** The Committee shall regularly report on its deliberations and findings to the Board.
- 4.6** At least annually, 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.
- 4.7** The CEO may not be present during voting or deliberations on his or her compensation.

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.