

Y-MABS THERAPEUTICS, INC.

Nominating and Corporate Governance Committee Charter

I. General Statement of Purpose

The Nominating and Corporate Governance Committee of the Board of Directors (the “Nominating and Corporate Governance Committee”) of Y-mAbs Therapeutics, Inc. (the “Company”) will aid the Board of Directors (the “Board”) by:

- Identifying individuals qualified to become board members or nominees for directors of the Board, consistent with criteria approved by the Board, reviewing the qualifications of, and considering stockholders’ recommendations for, director candidates and recommending to the Board qualified director nominees for appointment, election or reelection at each annual meeting of stockholders and as necessary to fill vacancies and newly created directorships;
- 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, and overseeing and monitoring compliance with such guidelines;
- Overseeing the evaluation of the Board, its committees, Board members and management;
- Identifying directors qualified to serve on the various committees of the Board and recommending to the Board qualified nominees for membership on each such committee;
- Overseeing succession planning for the Board and key leadership roles on the Board and its committees; and
- Otherwise taking a leadership role in shaping the corporate governance of the Company.

II. Nominating and Corporate Governance Committee Composition

The number of individuals serving on the Nominating and Corporate Governance Committee shall be fixed by the Board from time to time, but shall consist of no fewer than two Board members, each of whom shall be “independent” in accordance with the applicable rules of the Nasdaq Stock Market (“Nasdaq”), subject to an election by the Company to rely on any available exemption, exception, cure period or transition period.

The Nominating and Corporate Governance Committee shall recommend to the Board nominees for appointment to such committee. The members of the Nominating and Corporate Governance Committee shall be appointed by the Board and may be replaced or removed by the

Board at any time with or without cause. Resignation or removal of the Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled by the Board.

The Board shall designate one member of the Nominating and Corporate Governance Committee to serve as Chair of the Nominating and Corporate Governance Committee. The Chair will chair all regular sessions of the Nominating and Corporate Governance Committee. In the absence of the Chair, the Nominating and Corporate Governance Committee shall elect another member to preside.

III. Meetings

The Nominating and Corporate Governance Committee shall meet as often as it determines is appropriate to carry out its responsibilities, but in no event less frequently than annually, with any additional meetings as deemed necessary or appropriate by the Nominating and Corporate Governance Committee. The same procedural rules concerning notice of meetings, action by unanimous consent or telephonic meetings and meetings held by other means of remote communication, and other procedural matters, shall apply to the Nominating and Corporate Governance Committee meetings as apply to meetings of committees and/or the Board under the Company's certificate of incorporation of bylaws. A majority of the full membership of the Nominating and Corporate Governance Committee shall constitute a quorum for purposes of holding a meeting and the Nominating and Corporate Governance Committee may act by a vote of a majority of members present at such meeting. The Chair, in consultation with the other members and management, may set meeting agendas consistent with this Charter. The Nominating and Corporate Governance Committee will maintain written minutes of its meetings.

All non-management directors that are not members of the Nominating and Corporate Governance Committee may attend meetings of the Nominating and Corporate Governance Committee but may not vote. Additionally, the Nominating and Corporate Governance Committee may request any director, officer or employee of the Company, the Company's outside counsel or other advisors, and such other persons as it deems appropriate in order to carry out its responsibilities, to attend a Nominating and Corporate Governance Committee meeting. The Nominating and Corporate Governance Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. Nominating and Corporate Governance Committee Activities

The following functions are expected to be the common recurring activities of the Nominating and Corporate Governance Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Nominating and Corporate Governance Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Nominating and Corporate Governance Committee may also carry out any other responsibilities and duties delegated to it by the Board from time to time.

A. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit to the Board for approval any amendments or modifications to the Charter that the Nominating and Corporate Governance Committee deems appropriate.

B. Performance Evaluation of the Nominating and Corporate Governance Committee

- Undertake a performance evaluation of the Nominating and Corporate Governance Committee periodically, and report to the Board on the results of such evaluation.

C. Assessment and Nomination of Directors

- Recommend to the Board criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications that the Nominating and Corporate Governance Committee believes must be met by a Nominating and Corporate Governance Committee-recommended nominee, and a description of any specific qualities or skills that the Nominating and Corporate Governance Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval.
- Oversee evaluations of the Board, its committees, and Board members, including assessing the contribution and independence of incumbent directors to determine whether to recommend them for reelection to the Board. The Committee will annually review each director's time commitments and ability to properly discharge their duties, as described in the Company's Corporate Governance Guidelines.
- Establish procedures to be followed by stockholders in submitting recommendations for director candidates to the Nominating and Corporate Governance Committee. The current procedures to be followed by stockholders are set forth below:
 1. All stockholder recommendations for director candidates must be submitted to the Secretary of the Company, who will forward all such recommendations to the Nominating and Corporate Governance Committee.
 2. All stockholder recommendations for director candidates must be submitted to the Company not less than 120 calendar days prior to the date on which the Company's proxy statement was released to stockholders in connection with the previous year's annual meeting of stockholders.
 3. All stockholder recommendations for director candidates must include the following information:

- (i) The name and address of record of the stockholder.
 - (ii) A representation that the stockholder is a record holder of the Company's securities, or if the stockholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934.
 - (iii) The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate.
 - (iv) A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
 - (v) A description of any and all arrangements or understandings between the stockholder and the proposed director candidate.
 - (vi) The consent of the proposed director candidate (x) to be named in the proxy statement relating to the Company's annual meeting of stockholders, and (y) to serve as a director if elected at such annual meeting.
 - (vii) Any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the Securities and Exchange Commission.
- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by stockholders. The current process for identifying and evaluating nominees for the Board is as follows:
 1. The Nominating and Corporate Governance Committee may solicit recommendations from any or all of the following sources: non-management directors, the President and Chief Executive Officer, the Chief Financial Officer, other executive officers, third-party search firms, or any other source it deems appropriate.
 2. The Nominating and Corporate Governance Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.
 3. The Nominating and Corporate Governance Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.

4. In identifying and evaluating proposed director candidates, the Nominating and Corporate Governance Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, the Nominating and Corporate Governance Committee shall:
 1. Recommend that the Board nominate the director nominees for election at each annual meeting of stockholders and as necessary to fill vacancies and newly created directorships; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating and Corporate Governance Committee.
 2. Consider recommendations in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set forth in Rule 5605(a)(2) of the Nasdaq Listing Rules.
 3. In the case of a director nominated to fill a vacancy on the Board due to an increase in the size of the Board, recommend to the Board, if applicable, the class of directors in which the director nominee should serve in accordance with any applicable provisions of the Company's certificate of incorporation, bylaws or any shareholder agreements to which the Company is a party.

D. Board Committees

- Recommend that the Board select the directors for appointment to committees of the Board.
- Periodically review the composition of each Board committee and make recommendations to the Board for changes or rotation of committee members, the creation of additional Board committees, any changes in committee charters, taking into account input of the Board committees, as applicable, or the dissolution of Board committees.

E. Stockholder Proposals

- Review all stockholder nominations and proposals submitted to the Company (including 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 to the Board appropriate action on each such nomination or proposal and any statements by the Company in response.

F. Certificate of Incorporation and Bylaws; Governance Developments

- Review the adequacy of the certificate of incorporation and bylaws of the Company and recommend to the Board, as conditions dictate, proposed amendments to the certificate of incorporation and bylaws.
- Evaluate developments in corporate governance and shareholder engagement, and review the Company's governance documents, disclosures and other actions related thereto.

G. Corporate Governance Guidelines

- Develop, periodically review and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company.
- Periodically review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

H. Management Assessment

- Oversee the evaluation of senior management.

I. Management Succession Planning

- Oversee an annual review by the Board on succession planning for senior executives, which shall include transitional leadership in the event of an unplanned vacancy.

J. Review Possible Conflicts of Interest

- Consider questions of independence and possible conflicts of interest of executive officers and directors as set forth in the Company's Code Conduct, including as they relate to directorships at other public companies. Review any executive officer's request to accept a directorship position with another company.

K. Director Orientation and Continuing Education

- The Nominating and Corporate Governance Committee may institute plans or programs for the continuing education of directors and orientation of new directors, as it deems appropriate.

L. Environmental, Social and Governance (ESG) Matters

- Oversee the Company's ESG strategy, targets, policies, performance, and reporting, and periodically review and discuss with management the Company's practices with respect to ESG matters that are expected to have a significant long- and short-term impact on the Company's performance, business activities, or reputation.

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

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Nominating and Corporate Governance Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

V. General

The Nominating and Corporate Governance Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Nominating and Corporate Governance Committee deems it appropriate to do so in order to carry out its responsibilities.

The Chair shall have the delegated authority to act on behalf of the Committee in connection with (a) approval of the retention of director search firms (including negotiation and execution of their engagement letters) and (b) as may otherwise be determined by the Committee.

The Nominating and Corporate Governance Committee shall make regular reports to the Board concerning areas of the Nominating and Corporate Governance Committee's responsibility.

In carrying out its responsibilities, the Nominating and Corporate Governance Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Nominating and Corporate Governance Committee may consult. The Nominating and Corporate Governance Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditors or any other professional retained by the Company to render advice to the Company meet with any members of or advisors to the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

The Nominating and Corporate Governance Committee may perform such other functions as may be requested by the Board from time to time.

Adopted by the Board of Directors on September 12, 2024.

Effective: September 12, 2024