



NOMINATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER

LAVA THERAPEUTICS 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:

Article	An article of this charter.
Board	The Company's board of directors.
Board Rules	The internal rules of the Board.
Code of Conduct	The Company's code of business conduct and ethics.
Committee	The Company's nomination and corporate governance committee.
Committee Chairman	The chairman of the Committee.
Committee Member	A member of the Committee.
Company	LAVA Therapeutics N.V.

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

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** The Board shall elect a Committee Member to be the Committee Chairman, provided that the Board may also delegate the power to do so to the Committee itself (and revoke any such delegation at any time at the discretion of the Board). The body entitled to elect the Committee Chairman may also dismiss the Committee Chairman, provided that the Committee Member so dismissed shall subsequently continue his or her term of office as a Committee Member without having the title of Committee Chairman.
- 3.5** All Committee Members shall be independent within the meaning of NASDAQ Rule 5605(a)(2), except as permitted by the applicable NASDAQ Rules.

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;
 - b.** periodically 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.** periodically reviewing the functioning of individual Directors and reporting on such review to the Board;
 - e.** drawing up a plan for the succession of Directors;
 - f.** submitting proposals for (re)appointment of Directors;

- g.** supervising the policy of the Board regarding the selection criteria and appointment procedures for the Company's senior management and executive officers;
 - h.** overseeing the self-evaluation of the Board and its committees to determine whether they are functioning effectively;
 - i.** reviewing and discussing with the Board disclosure of the Company's corporate governance practices, including but not limited to information regarding the operation of the Committee, the Company's audit committee and the Company's nomination and corporate governance committee, director independence and to recommend inclusion of the disclosure in the Company's U.S. annual report on Form 20-F;
 - j.** developing and implementing goals for the Company with respect to environmental and social matters and to provide guidance to the Board on such matters;
 - k.** 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; and
 - l.** reviewing and reassessing the adequacy of other corporate governance guidelines and policies under Dutch and U.S. law.
- 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 Chairman and, in the absence of the Committee Chairman, one of the other Committee Members shall be designated as the acting chair of the meeting.
- 4.5** The Committee may delegate all or part of its authority to subcommittees or to the Committee Chairman.
- 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.

Version Number:	2
Version Date	September 20 2023
Approved by:	Board of Directors

Change history

Date	Version	Description of change
March 18, 2021	1	created
September 20, 2023	2	Dutch law updates