

## **Y-MABS THERAPEUTICS, INC.**

### **Compensation Committee Charter**

#### **I. General Statement of Purpose**

The Compensation Committee of the Board of Directors (the “Compensation Committee”) of Y-mAbs Therapeutics, Inc. (the “Company”), will provide assistance to the Board of Directors (the “Board”) by, among other things: setting the compensation of the Company’s executive officers, establishing and reviewing the Company’s overall compensation philosophy, policies, and programs in light of the Company’s specific business objectives, and overseeing the Company’s compensation-related disclosures required by the Securities and Exchange Commission (the “SEC”).

#### **II. Compensation Committee Composition**

The Compensation Committee shall consist of at least two (2) members of the Board, each of whom shall be “independent” in accordance with the applicable rules of the Nasdaq Stock Market (“Nasdaq”), taking into account such additional independence requirements specific to membership on the Committee, 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 the Compensation Committee. The members of the Compensation 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 a 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 Compensation Committee to serve as Chair of the Compensation Committee. The Chair will chair all regular sessions of the Compensation Committee. In the absence of the Chair, the Compensation Committee shall elect another member to preside.

#### **III. Meetings**

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities, but in no event less frequently than quarterly. 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 Compensation Committee meetings as apply to meetings of committees and/or the Board of Directors under the Company’s certificate of incorporation or bylaws. A majority of the full membership of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation 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 Compensation Committee will maintain written minutes of its meetings.

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

responsibilities. The Chief Executive Officer (“CEO”) and other executive officers (“executive officer” means any “officer” as defined in Rule 16a-1(f) under the Exchange Act) may not be present during voting or deliberations by the Compensation Committee regarding the compensation of such executive officer.

#### **IV. Compensation Committee Activities**

The following functions are expected to be the common recurring activities of the Compensation Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Compensation 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 Compensation 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 Nominating and Corporate Governance Committee or the Board any amendments or modifications to the Charter that the Compensation Committee deems appropriate.

##### **B. Performance Evaluation of the Compensation Committee**

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

##### **C. Compensation Committee Report**

- When applicable, review and discuss with management the Compensation Discussion and Analysis to be included in the Company’s annual proxy statement or annual report on Form 10-K (“CD&A”), as required and in accordance with the applicable rules of the SEC.
- Based on that review and discussion, determine whether or not to recommend to the Board that the CD&A, if and when required, be included in the Company’s annual proxy statement or annual report on Form 10-K, as applicable.
- When applicable, prepare the Compensation Committee Report to be included in the Company’s annual proxy statement or annual report on Form 10-K in accordance with the applicable rules of the SEC.

##### **D. Compensation Philosophy and Programs**

- Establish and approve, or recommend to the Board, the compensation philosophy for executive officers and directors of the Company.
- Review and approve, or recommend to the Board, as applicable, new or modified executive and director compensation programs.

##### **E. Incentive-Compensation and Equity-Based Plans**

- Review and approve, or recommend to the Board, the Company's equity-based compensation plans and, to the extent Board approval is required, non-equity incentive compensation plans, and administer or oversee the administration of these plans in accordance with their terms.
- Review and approve, or recommend to the Board, all equity- based awards, subject to any delegation of authority pursuant to this Charter.
- Review and approve or make such recommendations to the Board as the Compensation Committee deems advisable with regard to, policies and procedures for the grant of equity-based awards by the Company.

**F. Matters Related to Compensation of the Company's Chief Executive Officer**

- Review and approve, or recommend to the Board, corporate goals and objectives relevant to the compensation of the Company's CEO, including annual performance objectives, if any.
- Evaluate the performance of the CEO in light of such goals and objectives and, either review and approve, or recommend to the Board, the compensation of the CEO based on this evaluation.

**G. Matters Related to Compensation of the Officers other than the CEO**

- Review and approve, or recommend to the Board, corporate goals and objectives relevant to the compensation of the executive officers other than the CEO, including annual performance objectives, if any. The Compensation Committee will oversee the evaluation of the performance of the executive officers other than the CEO, and either review and approve, or recommend to the Board, the compensation of the executive officers other than the CEO.

**H. Matters Related to Compensation of the Company's Directors**

- Periodically review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to the form and amount of director compensation.

**I. Other Compensation Matters**

- Establish and periodically review policies in the area of senior management perquisites.
- Review and approve, or recommend to the Board, any stock ownership guidelines for directors and executive officers of the Company and monitor compliance therewith.
- Establish, approve, modify and oversee the Company's compensation clawback or similar policies, including a clawback policy that complies with the requirements of the SEC and the Nasdaq listing standards, and any required recoupment disclosure.
- Review and approve, or recommend to the Board for approval, any employment or service-related contracts or transaction involving current or former directors or executive officers of the Company, and any related compensation, including consulting arrangements, employment contracts, severance or termination arrangements.
- When applicable, consider, on at least an annual basis, whether risks arising from the Company's compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Company.

- Monitor the Company’s regulatory compliance with respect to compensation matters.
- Oversee the Company’s submission to a stockholder vote of matters relating to compensation, including any applicable advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans, and amendments to such plans and discuss the results of any advisory votes on executive compensation with respect to the Company’s named executive officers.

#### **J. Matters Related to Compensation Consulting Firms or other Outside Advisors**

- Retain and obtain the advice of and terminate any compensation consultant, legal counsel or other adviser to the Compensation Committee.
- The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, legal counsel or other adviser retained by the Compensation Committee. The Company must provide appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser retained by the Compensation Committee, as well as funding for the payment of ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties.
- The Compensation Committee shall undertake an independence assessment prior to selecting any compensation consultant, legal counsel or other advisers that will provide advice to the Compensation Committee, taking into consideration all factors relevant to such adviser’s independence from management, including the factors set forth in Nasdaq Rule 5605(d)(3)(D) or as may otherwise be required by Nasdaq from time to time. However, nothing in this provision requires that any adviser be independent.
- It is expected that the Compensation Committee will assess at least annually whether the work of compensation consultants involved in determining or recommending executive or director compensation (whether retained by the Compensation Committee or management) has raised any conflict of interest and how any such conflict is being addressed for disclosure in the Company’s annual proxy statement or otherwise as required by applicable law and stock exchange requirements. Finally, it is expected that the Compensation Committee will pre-approve any services to be provided to the Company or its subsidiaries by any of the Compensation Committee's compensation consultants.

#### **K. Talent Development**

- Review and discuss with management the Company’s policies and practices related to its management of human capital resources, including talent development, retention, overall employee wellness and engagement of Company personnel. Review and discuss with management the Company’s corporate culture and strategies in support of diversity, equity and inclusion.

#### **V. General**

The Compensation Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities; provided, however, that when appropriate to satisfy the requirements of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), any such subcommittee shall be composed solely of two or more members that have been determined to be “non-employee directors” within the meaning of Rule 16b-3 under the Exchange Act.

The Chair of the Compensation Committee shall have the delegated authority to act on behalf of the Compensation Committee in connection with (a) the negotiation and execution of engagement letters of compensation consultants, legal counsel or other advisers to be retained by the Compensation Committee and (b) as may otherwise be determined by the Compensation Committee.

The Compensation Committee may delegate to one or more officers of the Company the authority to grant, amend and/or administer awards of cash or options or other equity securities to any employees or other service providers of the Company who, in either case, are not executive officers of the Company under the Company's incentive-compensation or other equity-based plans as the Compensation Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with the relevant incentive compensation plan, the Company's bylaws and applicable state law.

The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee's responsibility.

In carrying out its responsibilities, the Compensation 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 Compensation Committee may consult. The Compensation Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel or any other professional retained by the Company to render advice to the Company attend a meeting of the Compensation Committee or meet with any members of or advisors to the Compensation Committee.

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Adopted by the Board of Directors on: September 12, 2024  
Effective Date: September 12, 2024

