



NYKODE THERAPEUTICS ASA

Charter of the Research and Development Committee
as adopted by the Board of Directors on 30 June 2022

CHARTER OF THE RESEARCH AND DEVELOPMENT COMMITTEE

1. PURPOSE

The purpose of the Research and Development Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Nykode Therapeutics ASA (the “*Company*”) shall be to oversee matters relating to the Company’s scientific and technologic capabilities and development programs and report to the Board regarding such matters to help facilitate Board oversight of (1) the Company’s investment in research and development, product improvements and technology and (2) the Company’s strategy and processes regarding engagement of the scientific community, support of research and clinical studies and development of scientific data generated by the Company’s products. The Committee will also monitor and evaluate significant emerging trends and issues in science and technology relevant to the Company and assist the Board and management in implementing appropriate advisory and thought-leader interactions.

In particular, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

2. COMMITTEE MEMBERSHIP

The Committee shall consist of at least two members of the Board. Each member of the Committee shall have sufficient scientific and/or technological expertise to carry out the purpose of the Committee. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson (the “*Chair*”) shall be designated by the Board or, if it does not do so, the Committee members shall elect a Chair by vote of a majority of the members of the full Committee. The Chair (or in the Chair’s absence, a member designated by the Chair) shall preside at all meetings of the Committee. Members of the Committee shall serve until their successors are duly elected and qualified or their earlier resignation. The Committee may form and delegate authority to subcommittees when appropriate.

3. AUTHORITY

The Committee shall have authority to retain and compensate, at the expense of the Company, any special scientific or other advisors, thought-leaders or consultants as it deems necessary or appropriate in the performance of its duties; provided that any such compensation shall comply with applicable laws and regulations. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties.

The approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

4. RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee shall include:

- Serving in an advisory role and interacting with management and external advisors to develop insights and recommendations regarding the Company’s approach to product development and technical innovation.

- Assisting management in the identification, evaluation and oversight of appropriate technology and product development investments.
- Overseeing the innovation strategy of the Company, including periodic reviews of the Company's research and development portfolio and its overall competitiveness, the science and technology underlying major research and development initiatives, the competitive environment and disruptive technology impacts.
- Periodically conducting targeted reviews of the Company's intellectual property portfolio and strategy.
- Advising the Board on the scientific and research and development aspects of major technology-based strategic transactions and agreements that require Board approval.
- Providing feedback and input regarding the Company's development of innovative new business models, strategies and tactics.

QUALITY

- Reviewing the Company's overall GxP quality strategy and processes to monitor and control product quality.
- Reviewing important product quality issues and field actions by the Company.

RISK MANAGEMENT

- Periodically consulting with management and the Board concerning identified risks related to the development, acquisition, management and commercialization of the Company's product technologies.

CHARTER REVIEW

- Periodically evaluating the performance of the Committee, including a review of the Committee's compliance with this charter, and reviewing and reassessing this charter and submitting any recommended changes to the Board for its consideration and approval.

5. MEETINGS AND MINUTES

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The presence in person or by telephone/virtual conference of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee. All actions of the Committee will require (i) the vote of a majority of the members present at a meeting of the Committee at which a quorum is present or (ii) a unanimous written consent of the members of the Committee then serving. The Committee may establish its own meeting schedule, which it will provide to the Board. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee shall make regular reports to the full Board on the actions and recommendations of the Committee.

Minutes of each meeting will be kept and all such minutes and actions by unanimous written consent will be distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company.

