

Keenova Therapeutics plc

Governance and Compliance Committee Charter

Purpose

The Governance and Compliance Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Keenova Therapeutics plc (the “Company”) to:

- a. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company;
- b. Assist the Board with respect to the determinations of director independence and qualifications as set out in this Charter;
- c. Identify individuals qualified to become Board members, consistent with criteria approved by the Board, and make recommendations to the Board regarding director nominees for election to the Board;
- d. Oversee the evaluation of the Board and each committee of the Board;
- e. Assist the Board in fulfilling its oversight responsibility with respect to regulatory, government affairs, charitable contributions and public policy issues that affect the Company;
- f. Oversee and monitor effectiveness of the Company’s compliance program, including the Company’s Corporate Integrity Agreement (CIA);
- g. Advise the Board on corporate governance matters guided by the Company’s Memorandum and Articles of Association, applicable laws and regulations and other governance and compliance obligations set out in this Charter; and
- h. Perform such other duties as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.

Authority

The Committee has authority to take appropriate actions necessary to discharge its responsibilities, including the authority to investigate any matter brought to its attention with full access to all books, records, facilities and Company personnel. The Committee may delegate its authority and duties to subcommittees or individual members of the Committee or otherwise as it deems appropriate under applicable laws and regulations.

Outside Advisors

The Committee has authority to retain, at the expense of the Company, such outside counsel, consultants or other advisors as it determines appropriate to assist it in the performance of its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, and to approve the fees and other retention terms of any advisors retained by the Committee.

Composition

The Committee shall have at least three members, each of whom shall be a non-management director and qualify as independent under the New York Stock Exchange standards applicable to members of this committee. If there are circumstances when there are fewer than three members, the Board shall endeavor to appoint a third member to the Committee as soon as reasonably possible, with the remaining members of the Committee continuing to act as the Committee under this Charter notwithstanding such a vacancy.

The Board, after due consideration of the recommendation of the Committee, shall appoint and remove the members of the Committee, fill vacancies, appoint the Committee's chair and prescribe the terms of its members.

Meetings

The Committee shall meet at least four times a year, and may meet additionally as it deems necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall make regular reports to the Board with respect to its activities.

Responsibilities

Among its specific responsibilities, the Committee shall (subject always to the provisions of the Company's Memorandum and Articles of Association):

1. Develop, recommend to the Board and periodically review criteria and qualifications for Board membership.
2. Make recommendations to the Board as to the determinations of director independence and service eligibility.
3. Identify and consider candidates, including those recommended by shareholders and others, to fill positions on the Board, and assess the contributions and independence of incumbent directors in determining whether to recommend them for re-election to the Board.
4. Recommend to the Board candidates for election or re-election as directors at each annual meeting of shareholders and make recommendations to the Board regarding nominees to fill newly-created Board positions and vacancies on the Board.
5. Recommend to the Board the membership of each Board committee and committee chairs annually and consider periodic rotation of committee assignments.
6. Annually review the Company's corporate governance processes and its Corporate Governance Guidelines in the context of the Company's Memorandum and Articles of Association and recommend appropriate changes to the Board.

7. Annually review and, as appropriate, make recommendations to the Board concerning the size, structure, composition and functions of the Board and its committees.
8. Review and make recommendations to the Board regarding any proposed changes to the Company's Memorandum and Articles of Association.
9. Oversee the annual self-assessments of the Board and each committee of the Board.
10. Identify and bring to the attention of the Board current and emerging corporate governance trends and issues that may affect the business operations, performance or public image of the Company.
11. Review and make recommendations to the Board regarding the Company's response to shareholder proposals (if any) other than those addressing executive and director compensation topics.
12. Oversee the implementation of the Company's related-person transaction policy and practices and review related person transactions in accordance therewith.
13. Consider and advise on questions, as they arise, of potential conflicts of interest or involving the directors under the Irish law and under the Company's Code of Conduct, and any suspected violations thereof, as appropriate.
14. Review periodically the Company's directors and officers insurance program.
15. Review and monitor the Company's government affairs programs, including political contributions by the Company and political advocacy activities of the Company, and matters relating to public policy and social responsibility with a potentially significant impact on the Company.
16. Oversee the orientation of new directors and continuing education of directors and make recommendations to the Board where appropriate.
17. Oversee and monitor effectiveness of the Company's compliance program and related policies and practices including compliance with the Company's Corporate Integrity Agreement.
18. Review and evaluate the Company's environmental, health and safety compliance programs.
19. Advise the Board with respect to the Company's Code of Conduct, including the Company's policies and procedures for monitoring compliance with the Code of Conduct, and periodically review and assess the adequacy of the Code of Conduct and recommend any proposed changes to the Board. Review whether management is setting an appropriate "tone at the top" by communicating the importance of the Company's ethical and business practice standards set forth in the Company's Code of Conduct.

20. Oversee the Company's policies and procedures for monitoring compliance with applicable laws, regulations, industry codes and related guidance.
21. Assess annually the Committee's performance and the adequacy of this Charter, and report its findings to the Board.

Adopted: August 1, 2025

Updated to reflect corporate name change