

Keenova Therapeutics plc

Human Resources and Compensation Committee Charter

Purpose

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

- a. Support and carry out the Board’s responsibilities relating to compensation matters as set out in this Charter;
- b. Oversee the Company’s compensation structure, policies, and programs generally;
- c. Establish compensation of the Company’s executive officers¹ other than the Company’s Chief Executive Officer (the “CEO”);
- d. Review the succession planning process and development of the Company’s executive officers other than the CEO;
- e. Recommend to the Board compensation of the non-employee directors;
- f. Recommend to the Board compensation of the CEO; and
- g. Perform such other duties as set out in this Charter, 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 and to approve the fees and other retention terms of any advisors hired by the Committee. The Committee has the responsibility to consider the independence of such outside counsel, consultants or other advisors prior to their selection. Such outside consultants shall report directly to the Committee. Without limiting the foregoing, the Committee has the sole authority to retain and terminate any compensation consultant used to assist it. The Committee shall, at least once annually, evaluate whether the work of any compensation consultant retained or to be retained by it raises any conflict of interest referred to in Item 407(e)(3)(iv) of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (“SEC”).

¹ For purposes of this Charter, “executive officers” means those officers whom the Board has appointed as executive officers and who report directly to the Company’s CEO and may include, where relevant, other executive officers designated under Section 16 of the Securities Exchange Act of 1934, as amended.

Composition

The Committee shall have at least three members, each of whom shall be a non-management director and qualify as independent under the NYSE standards applicable to the members of compensation committees.

In addition, each member of the Committee shall qualify as a “non-employee director” pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended. If any member of the Committee does not satisfy the requirements of a “non-employee director” for purposes of Rule 16b-3, the Committee shall delegate to the Board or to a subcommittee of the Committee or the Board consisting of at least two members, each of whom satisfies the requirements of a “non-employee director” for purposes of Rule 16b-3, all approvals, certifications and administrative and other determinations with respect to equity-based compensation intended to satisfy the exception provided under Rule 16b-3, and the Board or such subcommittee shall have the full authority of the Committee with respect to such matters. 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 Governance and Compliance 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:

1. Oversee the Company’s overall compensation structure, policies and programs and assess whether the Company’s compensation structure establishes appropriate incentives (subject to the Board’s authority with respect to the CEO and non-employee director compensation matters).
2. Assist the Board in establishing and implementing executive compensation policies and practices that:
 - Support the Company’s overall strategy and objectives;
 - Attract and retain executive officers;
 - Link total compensation to defined performance, while encouraging behavior that is in the best long-term interests of the Company and its shareholders; and

- Provide competitive total compensation opportunities at a reasonable cost while meeting the aforementioned goals.
3. As relevant, periodically review and approve the comparative peer group and other competitive references for assessing the competitiveness of the CEO, executive officer and non-employee director compensation.
 4. Review the compensation of non-employee directors for service on the Board and its committees and recommend changes in compensation to the Board.
 5. Evaluate annually the CEO's performance in light of goals and objectives set by the Board and recommend to the Board the compensation of the CEO.
 6. Review annually the job performance of the Company's executive officers (other than the CEO) and, as applicable, upon review of the CEO's recommendation, establish the compensation of such executive officers.
 7. Review and approve any employment, retirement, severance and change-in-control agreements or arrangements for executive officers (other than the CEO).
 8. Review employment, retirement, severance and change-in-control agreements or arrangements for the CEO and make recommendations to the Board.
 9. Review annually and oversee the succession planning process relating to the Company's executive officers (other than the CEO which shall be addressed by the Board) and, if relevant, their development process.
 10. Review annually key employee engagement programs.
 11. Review the extent to which risks arising from the Company's compensation policies or practices for its employees are reasonably likely to have a material adverse effect on the Company and recommend new or revised policies and practices to address such risks.
 12. Oversee the Company's compensation recoupment policy and process, which shall reflect the Company's obligations under the Corporate Integrity Agreement and other similar agreements; and approve any decision to exercise recoupment rights of the Company with respect to executive officers (other than the CEO) and make recommendations to the Board with respect to the CEO.
 13. Oversee the administration, competitiveness, internal equity and cost effectiveness of the Company's broadly applicable benefit programs under the Committee's purview by establishing an appropriate governance structure for such plans and delegating administrative and other functions as appropriate. For the avoidance of doubt, the Committee's role is one of oversight and, except as the Committee otherwise expressly determines or applicable law otherwise expressly requires, the Committee shall not act

as a fiduciary with respect to any benefit plans or programs under the Employee Retirement Income Security Act of 1974 (ERISA) or otherwise.

14. Make recommendations to the Board with respect to the establishment of, or material change to, any equity-based plans and executive incentive compensation plans. The Committee administers the Company's equity-based plans and incentive compensation plans or programs and is authorized to make equity and other awards in accordance with their terms, subject to Board's authority with respect to the CEO and the non-employee director compensation matters.
15. Review and discuss with management the Company's compensation disclosures, including those that may be required by Irish or SEC rules, including in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether such disclosures should be included in the annual report or proxy statement, and prepare the compensation committee report required by SEC rules for inclusion in the Company's annual proxy statement or annual report on Form 10-K.
16. Review and recommend to the Board the Company's proposals to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans and amendments to such plans (to the extent required under applicable governance requirements or otherwise recommended by the Committee) and engagement with proxy advisory firms and other shareholder groups on compensation matters; review and evaluate the results of advisory votes on executive compensation and frequency of such votes; review and make recommendations to the Board regarding the Company's response to shareholder proposals (if any) addressing executive and director compensation topics.
17. 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