



REMUNERATION AND NOMINATION COMMITTEE

TERMS OF REFERENCE

2 MAY 2023

1 INTRODUCTION

- 1.1 These terms of reference are the terms of **reference** (the “**Terms of Reference**”) of the Remuneration and Nomination Committee (the “**Committee**”) of the board of directors (the “**Board**”) of argenx SE (the “**Company**”).
- 1.2 These Terms of Reference were adopted by the Board on 2 May 2023 and remain in full force and effect until amended or terminated (in whole or in part) as set forth in Section 7 below.

2 GENERAL ROLE AND RESPONSIBILITIES

The primary purpose of the Committee is to discharge the responsibilities set forth in these Terms of Reference including advising the Board, undertaking preparatory work and preparing appropriate resolutions, with respect to the Company’s remuneration practices and policy, the Company’s annual remuneration report, the selection and nomination for appointment of the members of the Board, the development, selection and appointment of senior talent, and all public reporting related to the aforementioned areas including non-financial and ESG reporting.

3 SPECIFIC DUTIES AND RESPONSIBILITIES

The following are the principal recurring responsibilities of the Committee. The Board and Committee believes that its policies and procedures should remain flexible in order to best react to changing conditions and circumstances.

Remuneration

- (a) at least every four years, prepare and submit a proposal to the non-executive directors of the Board (the “**Non-Executive Directors**”) for the remuneration policy applicable to the executive directors of the Board (the “**Executive Directors**”), the Non-Executive Directors, and the company’s senior management team (meaning the CEO and senior level employees reporting directly to the CEO (the “**Senior Management Team**”), which policy shall be submitted to a general meeting of the shareholders of the Company for adoption as required under Dutch law;
- (b) prepare and submit a proposal to the Non-Executive Directors for the remuneration of each Executive Director and Non-Executive Director within the limits of the remuneration policy;
- (c) take note of the views of the Executive Director(s) with regard to the amount and structure of their respective remuneration as required by the Dutch Corporate Governance Code;
- (d) prepare and assist the Non-Executive Directors in their discussions with the Executive Director(s) regarding the remuneration, including, but not limited to, the variable pay targets, of the members of the Senior Management Team who are not members of the Board;
- (e) make recommendations on the establishment, administration and implementation of equity incentive plans, including, but not limited to, allocation schemes, decisions on deviations from such plans or schemes, and on awarding grants;
- (f) make recommendations on the establishment, administration and implementation of equity holding guidelines;
- (g) if deemed necessary by the Committee, engage with external remuneration consultants for advice or support in relation to, among other matters, benchmarking activities;
- (h) prepare the annual remuneration report;
- (i) as required by applicable law, including as required by the Exchange Act, Nasdaq rules and/or other relevant rules and regulations, approve or recommend to the Board for approval,



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the creation or revision of any clawback policy allowing the Company to recoup compensation paid to executives under specified claw back conditions.

Selection and nomination

- (j) establish selection criteria and appointment procedures for the members of the Board;
- (k) periodically assess the size and composition of the Board, and make proposals for the composition profile of the Non-Executive Directors;
- (l) periodically assess the functioning of individual members of the Board, and report on this to the Non-Executive Directors;
- (m) develop a plan for the succession of members of the Board and of the members of the Senior Management Team, including the CEO, and review such plan periodically;
- (n) make proposals for appointments and reappointments;
- (o) supervise the policy of the Board on the selection criteria and appointment procedures for members of the Senior Management Team;
- (p) periodically review the induction programme for new Non-executive Directors and make recommendations with respect thereto.

Environmental, Social and Governance (“ESG”)

- (q) incorporate ESG performance metrics in the remuneration framework for executive directors as well as the Senior Management Team, to align remuneration with the company's long-term strategy and performance taking into account both financial and non-financial performance metrics;
- (r) take into account ESG qualifications, experience, and expertise in the director and executive nomination process, ensuring that the company's leadership is equipped to address sustainability risks and opportunities effectively;

- (s) promote a culture of awareness and accountability for non-financial performance metrics including ESG metrics across the company by integrating non-financial performance criteria into talent management processes, including recruitment, performance evaluation, and succession planning;
- (t) foster a diverse, equitable, and inclusive work environment by establishing and monitoring policies and strategies that promote diversity, equity and inclusion across all levels of the organization, including, but not limited to gender, race, ethnicity, age, sexual orientation and disability;
- (u) advise on the company's ESG reporting and disclosure practices with respect to social and human capital related disclosures, ensuring accurate, timely and transparent communication of relevant ESG performance to stakeholders and verifying that the company's reporting is in line with applicable regulatory requirements and industry best practices in these specific areas.
- (v) monitor the company's engagement with key stakeholders on ESG matters, ensuring that the company maintains constructive dialogue with shareholders, employees, regulators, and other stakeholders, and that stakeholder feedback is considered in the Committee's decision-making processes to secure broad societal support for the company's remuneration practices while continuing to ensure competitiveness in key talent markets.

4 COMMITTEE COMPOSITION

- 4.1 The Committee shall consist of at least three members appointed by the Board who shall serve for such term or terms as the Board may determine or until their earlier resignation or death. All members of the Committee must be Non-Executive Directors.
- 4.2 At any time during which the Company is subject to the periodic reporting requirements of the U.S.



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Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), each member of the Committee shall be an independent director, in accordance with the independence requirements of the Exchange Act, the rules promulgated thereunder, and the rules of the Nasdaq Stock Market, except as otherwise permitted under such rules. Unless determined otherwise by the Board, each member of the Committee shall be a “non-employee director” within the meaning of Rule 16b-3 of the Exchange Act and must satisfy any other criteria required by applicable law. In addition, more than half of the members of the Committee, including the chairperson of the Committee (the “**Chairperson**”), shall be independent within the meaning of the Dutch Corporate Governance Code.

- 4.3 The Chairperson shall be designated by the Board. The Committee may not be chaired by the chairperson of the Board or by a former Executive Director. The corporate secretary shall act as the secretary to the Committee.
- 4.4 The Chairperson or one of the other Committee members shall use his or her best efforts to be available to answer questions about the Committee’s activities and annual remuneration report at any annual general meeting of the shareholders of the Company.
- 4.5 Every Non-Executive Director shall have access to all books and records of the Committee.

5 MEETINGS OF THE COMMITTEE

- 5.1 The Committee shall meet at least twice a year, and further as often as requested by the Chairperson or by the chairperson of the Board. Meetings may be held in person, telephonically, by video conference or through any other means in which all attendees can simultaneously hear each other.
- 5.2 The Committee may invite to (part of) its meetings other Board members, senior members of the management team and such other persons

as the Committee deems appropriate in order to carry out its responsibilities. No Executive Director or member of the Senior Management Team, including the CEO, may be present during portions of any Committee meeting during which his or her performance and compensation are being considered or voted on.

- 5.3 Interactions of members of the Committee outside of formal meetings shall be reflected in the minutes of the next formal Committee meeting to the extent relevant, and to the extent that these interactions have led to recommendations to the Committee and/or the Board.

6 OUTSIDE ADVISORS

- 6.1 The Committee shall have the power, without Board approval and at the Company’s expense (which shall be funded appropriately by the Company), to engage independent legal counsel, external remuneration consultants (for, among other activities, compensation benchmarking) and other advisors as it deems necessary or appropriate, in its sole discretion. The Committee shall have the sole authority to approve such firms’ fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of: (i) compensation to any compensation consultants, outside legal counsel or other advisors engaged and/or employed by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

7 AMENDMENT AND DEVIATIONS

The Board may amend these Terms of Reference and/or revoke any powers granted by it to the Committee. The Board may allow temporary deviations from these Terms of Reference.
