UROGEN PHARMA LTD.

COMPENSATION COMMITTEE CHARTER
(Adopted by the Board of Directors on June 8, 2022)
(Last amended and restated by the Board of Directors on September 14, 2026)

The Board of Directors (the "**Board**") of UroGen Pharma Ltd. (the "**Company**") has constituted and established a Compensation Committee (the "**Committee**") with the authority, responsibility and specific duties described in this Compensation Committee Charter (this "**Charter**"). This Charter does not derogate from, nor supersede, and instead will be read in conjunction with, the terms set forth in the Compensation Policy for the Company's Office Holders (as defined under the Companies Law (as defined below)) (the "**Compensation Policy**") as in effect from time to time and adopted by the Company in accordance with the requirements set forth in the Israeli Companies Law, 5759¬1999 and the regulations promulgated thereunder (the "**Companies Law**"). If any term of this Charter contradicts the requirements under the Companies Law relating to the Compensation Policy, or the Compensation Policy itself, then the terms of the Companies Law and the Compensation Policy will prevail.

I. Purpose

The purposes of the Committee are to:

(a) assist the Board in fulfilling its responsibilities relating to compensation of the Company's directors, Chief Executive Officer ("**CEO**") and other Office Holders and executive officers pursuant to the applicable provisions of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and applicable NASDAQ Stock Market Listing Rules (the "**NASDAQ Rules**");

(b) assist the Board in administering the Company's equity incentive plans; and

(c) produce appropriate reports on executive compensation for public disclosure including, to the extent required, under applicable securities laws, the rules and regulations promulgated by the U.S. Securities and Exchange Commission (the "**SEC**") and the Companies Law, or as otherwise deemed advisable by the Board.

The purposes and further provisions specified in this Charter are meant to serve as guidelines, are subject to applicable laws, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary or advisable from time to time to fulfill its responsibilities. Unless otherwise prescribed in this Charter, the Articles of Association of the Company or applicable law, the rules and procedures applicable to the operation of the Board shall apply to the operation of the Committee with any necessary changes. Nothing herein is intended to expand applicable standards of liability under Israeli or U.S. federal securities laws for directors of a corporation.

II. Membership

1. The Committee's membership shall satisfy the following requirements:

(a) The Committee shall have two (2) or more members.

(b) The members of the Committee shall be independent (the "**Committee Directors**" and each, a "**Committee Director**") (or be subject to an applicable exception) as determined in accordance with applicable law, including Rule 10C-1 of the Exchange Act and the NASDAQ Rules.

(c) To the extent Article IX below shall not apply, each "external director" appointed under the Companies Law (an "**External Director**") shall be a member of the Committee and a majority of the members of the Committee shall be External Directors, or, if so permitted pursuant to the Companies Law, "unaffiliated directors" as defined under the Companies Law.

2. Notwithstanding the foregoing, to the extent Article IX below shall not apply, each member of the Committee must be eligible to serve as a compensation committee member in accordance with the Companies Law. To the extent Article IX below shall not apply, any member of the Committee who is not an External Director must be a director whose compensation does not exceed the amounts that may be paid by the Company to an External Director.

3. Subject to applicable law, (i) the Committee Directors shall be selected, or recommended for the Board's selection by the independent directors constituting a majority of the Board's independent directors (the "**Independent Directors**"), (ii) the Committee Directors shall be appointed by and serve at the discretion of the Board, (iii) the Committee Directors shall serve until their successors are duly designated and qualified or their earlier resignation, removal or retirement, (iv) any Committee Director may be removed at any time, with or without cause, by a resolution of the Board, and (v) any vacancy on the Committee occurring for any cause whatsoever (or without cause) may be filled by a resolution of the Board, following recommendation by the Independent Directors.

4. The Board shall designate one (1) of the External Directors, or to the extent Article IX below applies, one (1) of the Committee Directors, as the Committee's chairperson ("**Chairperson**"), following recommendation by the Independent Directors.

5. To the extent Article IX below shall not apply, a Committee Director may not receive directly or indirectly from the Company any compensatory fee except as provided in the regulations promulgated under the Companies Law pertaining to External Directors' compensation.

III. Meetings and Authority

1. The Committee shall meet as circumstances require. The Chairperson will preside at each meeting of the Committee and, in consultation with the other members of the Committee then present, shall determine the length of such meeting and the agenda of items to be addressed at such meeting. In the absence of the Chairperson, the Committee shall select another member to

preside. The presence (in person or, provided that each of the participants can hear one another, via telephone or other means of communication) of a majority of the members of the Committee shall constitute a quorum for the transaction of business at a meeting of the Committee, and the act of a majority of those present at any meeting at which there is a quorum and who are entitled to vote on the matter shall be the act of the Committee; *provided, however,* to the extent Article IX below shall not apply, that at least one (1) of those present shall be an External Director. The Committee may also act by unanimous written consent (which may include electronic consent) in lieu of a meeting.

2. The Committee may ask members of management or others to attend meetings and provide pertinent information, as necessary. Notwithstanding the foregoing, (i) to the extent Article IX below shall not apply, any person who is, pursuant to the Companies Law, forbidden from serving as a member of the Committee, shall not be present at any meeting of the Committee (during its discussions or its decision making), unless the Chairperson has determined that such person is required for the presentation of a certain matter to the Committee, *provided, however,* that an employee of the Company, who is not a Controlling Shareholder or Relative thereof (as such term is defined under the Companies Law), is permitted, if the Committee so requests, to be present for the discussions, but not the decision making, that take place at a meeting, and provided, further, that the Company's legal counsel and the Company's secretary, who are not Controlling Shareholders or Relatives thereof, are permitted, if the Committee so requests, to be present at a meeting (during discussions and/or decision making), and (ii) the CEO shall also not be present during voting or deliberations on his or her compensation.

3. Subject to applicable law, the Committee may delegate its authority to subcommittees established from time to time by the Committee. Such subcommittees shall consist of one (1) or more members of the Committee or the Board and shall report to the Committee.

IV. Retention of Outside Advisers

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 retain, oversee the work of, and subsequently terminate independent, outside legal counsel, compensation consultants and other experts, advisers and consultants to assist the Committee in connection with its responsibilities, and shall have the sole and direct authority to approve such experts', advisers' or consultants' compensation and other retention terms.

2. Subject to any exemption available under NASDAQ Rules, the Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from the Company's management, in accordance with the NASDAQ Rules, including the following:

(a) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;

(b) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;

(c) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

(d) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;

(e) Any ordinary shares of the Company owned by the compensation consultant, legal counsel or other adviser;

(f) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company; and

(g) Any other factors specified in NASDAQ Rule 5605(d)(3) or any successor provision applicable to the Company.

3. The 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 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.

4. None of the above independence criteria shall: (a) require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; (b) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee; or (c) require that any adviser be independent.

5. Furthermore, none of the above criteria needs to be considered by the Committee in retaining an adviser who only provides (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees of the Company; or (ii) information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser. In addition, none of the above criteria need to be considered by the Committee if it seeks advice from in-house legal counsel to the Company.

V. Duties and Responsibilities

The Committee shall have the power and authority of the Board to perform the duties and to fulfill the responsibilities detailed below. The Committee's approval of any matter below shall not derogate from the requirements of the Companies Law pursuant to which approval of the Board and, in certain cases, the Company's shareholders is required for certain acts or transactions, and, under such circumstances, the Committee's approval shall constitute a recommendation to any such body.

1. Recommend to the Board whether or not to approve a Compensation Policy.

2. Review the Compensation Policy of the Company from time to time and the overall compensation policies of the Company with respect to the CEO and other Office Holders, with a view to rewarding management appropriately for its contributions to the Company's growth and profitability and aligning the Company's compensation policies with its objectives and shareholders' interests, in each case taking into account the Compensation Policy.

3. Recommend whether an existing Compensation Policy should continue in effect, if the then-current policy has a term of greater than three (3) years (approval of either a new Compensation Policy or the continuation of an existing Compensation Policy must in any case occur every three (3) years).

4. Recommend to the Board periodic updates to the Compensation Policy.

5. Assess implementation of the Compensation Policy.

6. Determine whether to approve transactions regarding the terms of employment and service of the Company's directors, CEO and other Office Holders, to the extent required under the Companies Law.

7. Review and approve corporate goals and objectives relevant to the compensation of the CEO and other Office Holders, consistent with the then-effective Compensation Policy, evaluating the performance of the CEO and other Office Holders in light of such goals and objectives, and determining or recommending to the Board for determination the compensation of the CEO and other Office Holders based on such evaluation.

8. Review and, subject to applicable law, approve for non-Section 16 officers (as defined in Section 16 of the Exchange Act) or recommend for Board approval, the grant of options, restricted shares, restricted share units, share appreciation rights and other equity-based grants consistent with the Company's incentive compensation plan or plans then in effect (collectively, the "**Plans**") and compensation strategy, and, subject to applicable law, administering the Plans. The Committee may make recommendations to the Board with respect to incentive compensation plans, including reservation of shares for issuance thereunder.

9. Oversee compliance with the compensation reporting requirements of the SEC to the extent applicable or to the extent the Committee determines that disclosures are desirable even if not required.

10. Review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" ("**CD&A**") and recommend to the Board whether the CD&A should be approved for inclusion in the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements in accordance with applicable SEC rules and regulations.

11. Prepare and review the Committee report on executive compensation to be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

12. Review and periodically evaluate and make recommendations to the Board regarding the compensation and benefits for the Company's non-employee directors, taking into account the Compensation Policy.

13. Review, evaluate and make recommendations to the Board regarding the terms of any employment agreements, severance arrangements, change-of-control protections and any other compensatory arrangements (including, without limitation, perquisites and any other form of compensation) for the Company's executive officers and Office Holders.

14. Review, evaluate and make recommendations to the Board regarding any compensation arrangement for the Company's executive officers and Office Holders involving any subsidiary, special purpose or similar entity.

15. Determine whether to recommend that the Board adopt a share ownership policy for the Company's directors and executive officers.

16. Review and discuss with management, if appropriate, any conflicts of interest raised by the work of a compensation consultant or advisor retained by the Committee or management and how such conflict is being addressed, and prepare or review any disclosure in the Company's filings required in accordance with applicable SEC rules and regulations.

17. When required by applicable SEC rules or NASDAQ Rules or to the extent the Committee determines that such consideration is desirable even if not required, 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.

18. 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 rules and the NASDAQ Rules, and any required recoupment and disclosure.

19. Determine and approve, consistent with the Compensation Policy, the terms of the Company's directors' and officers' insurance, exculpation and indemnification arrangements, including: (i) the coverage amounts thereunder; (ii) whether such arrangements may include "run-off" or "tail" insurance and Public Offering of Securities Insurance (POSI) or similar insurance, and the maximum period for any "run-off" or "tail" insurance; and (iii) (A) the annual premium to be paid by the Company as well as the amount of the deductible for the Company are on market terms as of the date of issuance of the policy, and (B) the cost of the policy to the Company, which should not have a material impact on the Company's profitability, assets or liabilities.

20. Perform such other activities and functions as are required by applicable law, stock exchange rules or provisions of the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, for the efficient discharge of its duties.

VI. Reporting

The Committee will apprise the Board regularly of its decisions and recommendations and of significant developments in the course of performing the above responsibilities and duties.

VII. Review

The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. In addition, the Committee shall annually review its own performance.

VIII. Minutes

The Committee will maintain written minutes of its meetings, which will be filed with the minutes of the Board meetings.

IX. Companies Regulations (Relief for Companies Whose Securities are Listed for Trade on a Stock Exchange Outside of Israel), 5760-2000

To the extent (i) there is no Controlling Shareholder of the Company; and (ii) the Company elected to follow the rules and regulations of the SEC and the NASDAQ Rules in connection with appointment of Independent Directors and composition of the Committee as applicable to companies incorporated in any state of the United States of America, the provisions of Sections 118A, 219(c), 239(a), 243 and 249 of the Companies Law shall not apply.

X. Interpretation; Definitions

1. To the extent any of the provisions included herein is a description or summary of any applicable law or is intended to recite the provisions of any applicable law, then in the event of any inconsistency, contradiction or any other conflict between the provisions herein and the provisions of such applicable law, the provisions of such applicable law shall prevail and supersede and shall be deemed to constitute an integral part of this Charter. In the event that any such provision of applicable law is amended to include any relief or exclusion, then, such relief and exclusions shall be deemed to constitute an integral part of this Charter, whether or not such conflict, inconsistency or contradiction arises.

2. Any references to any law, statute or regulation are to it as amended, supplemented or restated, from time to time (and, in the case of any law, to any successor provisions or re-enactment or modification thereof being in force at the time); any reference to "law" shall include any applicable supranational, national, federal, state, local, or foreign statute or law and all rules and regulations promulgated thereunder (including, any rules, regulations or forms prescribed by any governmental authority or securities exchange commission or authority); and any reference to "law" shall be read subject to the Company's Articles of Association, as amended from time to time.

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