UROGEN PHARMA LTD.

COMPLIANCE COMMITTEE CHARTER

(Adopted by the Board of Directors February 28, 2020)

(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 Compliance Committee (the "**Committee**") with the authority, responsibility and specific duties described in this Compliance Committee Charter (this "**Charter**").

I. Purpose

The purpose of the Committee shall be to: (i) oversee the Company's implementation of compliance programs, policies and procedures that are designed to respond to the various compliance, legal and regulatory risks facing the Company; (ii) make recommendations to the Board regarding compliance with such legal and regulatory risks; (iii) assist the Audit Committee of the Board as needed in fulfilling the Audit Committee's oversight responsibility for the Company's risk assessment and risk management activities relating to the integrity of the Company's financial statements; (iv) assist the Compliance Officer of the Company ("**Compliance Officer**") in fulfilling his/her responsibilities, and (v) perform any other duties as directed by the Board.

The Committee's responsibilities are limited to oversight of the Company's non-financial compliance matters, including the Company's overall compliance programs and their effectiveness, compliance policies and procedures, significant legal or regulatory exposures of a compliance nature and material reports to or inquiries from government or regulatory agencies relating to compliance matters. The purpose and provisions specified in this Charter are meant to serve as guidelines for the Committee. The Committee is delegated the authority to adopt additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

While the Committee has the duties and responsibilities set forth in this Charter, the Committee's responsibilities are limited to oversight. The Committee is not ultimately responsible for the Company's compliance with applicable laws and regulations.

II. Membership

The Committee's membership shall satisfy the following requirements:

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

(b) A majority of members of the Committee shall be "independent" (an "**Independent Director**") (or be subject to an applicable exception) as determined in accordance with applicable law, including the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC promulgated thereunder, and the Nasdaq Listing Rules.

Subject to applicable law (i) the Committee's members shall be appointed by and serve at the discretion of the Board, (ii) members shall serve until their successors are duly designated and qualified or their earlier resignation, removal, retirement or death, (iii) any member of the Committee may be removed at any time, with or without cause, by a resolution of the Board, and (iv) any vacancy on the Committee occurring for any cause whatsoever may be filled by a resolution of the Board.

The chair of the Committee (the "**Chairperson**") shall be designated by the Board."" In the absence of that designation, the Committee may designate the Chairperson by majority vote of the Committee members, provided the Board may replace any Chairperson designated by the Committee at any time. The Chairperson will chair all regular sessions of the Committee. In the absence of the Chairperson, the Committee shall select another member to preside.

A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting (in person or via telephone or other means of communication) at which there is a quorum and who are entitled to vote on the matter shall be the act of the Committee. The Committee may also act by unanimous written consent (which may include electronic consent) in lieu of a meeting.

III. Meetings and Authority

The Committee shall meet at least once every fiscal quarter, or more frequently as circumstances require. The Chairperson shall prepare and distribute an agenda in advance of each meeting.

In addition, the Committee may ask others to attend the meeting and provide pertinent information, as necessary to further the objectives of the Committee. This includes, but is not limited to, Company employees, internal or external auditors, legal advisors or consultants. It is the responsibility of the Committee to maintain free and open communication among the Committee, auditors, advisors or consultants, if any, and management of the Company.

The Committee shall have authority to retain and determine compensation and other terms of retention for, at the expense of the Company, special legal or other advisors or consultants as it deems necessary or appropriate in the performance of its duties and to terminate any such advisors or consultants. The Committee shall also have the 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. Without derogating from the discretion of the Board, the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have the authority to require that any of the Company's personnel, counsel, accountants, or other consultants or advisors to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its legal or other advisors and consultants. The Committee shall have specific oversight rights of the Company's compliance programs, policies and procedures. 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.

Subject to applicable law and Nasdaq Listing Rules, the Committee may delegate its authority to subcommittees established from time to time by the Committee. Such subcommittees shall consist of one or more members of the Committee and shall report to the Committee. By delegating an issue to a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. Any action or decision of a subcommittee will be presented to the full Committee at its next scheduled meeting, or as soon thereafter as practicable.

IV. Responsibilities

The Compliance Officer shall provide updates regarding the performance of the Company's compliance programs and their effectiveness, compliance policies and procedures and relevant activities relating to compliance matters to the Committee on at least a quarterly basis. The quarterly updates shall generally include one or more of the following, as applicable:

1. A summary of the key activities performed or planned by the compliance function (e.g., work plans, audit plans, risk assessment plans, key initiatives, corrective action taken, etc.).

2. An overview of any internal/external changes that impact compliance risk (e.g., brand/research & development strategy changes, new regulatory requirements, complaints received, etc.).

3. Compliance policy and procedure changes of a material nature.

4. Results of compliance monitoring activities.

5. Results of compliance auditing activities.

6. Summary of completed and pending investigations, including an overview of any investigation findings, disciplinary actions and compliance hotline activity.

7. Update on compliance training and communications.

8. Governance matters including budgets, staffing, chain of reporting and autonomy.

9. Any other areas requested by the Committee.

The Committee shall have the power and authority to perform the following duties and to fulfill the following responsibilities:

1. Oversee the evaluation of the Company's regulatory and compliance controls from time to time.

2. Review the status of the Company's compliance with relevant laws, regulations, and internal procedures (e.g., compliance with U.S. federal healthcare program requirements, transparency reporting obligations and pharmaceutical product

promotional rules and regulations and applicable industry and trade association guidelines).

3. Monitor the Company's remediation efforts to address any non-compliant activities or shortcomings/defects in compliance controls.

4. Review and assess compliance matters and any significant diligence findings and reports associated with proposed mergers, acquisitions or similar transactions.

5. Assist the Compliance Officer and provide support in ensuring that the Company's compliance efforts, including the Corporate Code of Ethics and Conduct of the Company, risk assessments, annual compliance plans, policies, procedures and training, monitoring, auditing, and reporting, are properly developed, updated, implemented, disseminated, understood and followed, and ensuring that the Company's compliance program is effective.

6. Assist the Board, other relevant committees of the Board and the Compliance Officer, as applicable, with the review and assessment of the Company's annual compliance work plan, annual audit plan and annual risk assessment plan.

7. Assist in promoting compliance and detection of potential violations of the Company's compliance programs, policies and procedures, including regular review of compliance investigations, disciplinary actions, monitoring and auditing activities.

8. Review the effectiveness of the Company's non-financial compliance reporting mechanisms.

9. Maintain general industry awareness and recommend changes to the Company's compliance activities based on industry developments, legal guidance, Company practices and/or other standards and requirements identified by the Committee.

10. Recommend to the Compliance Officer specific concerns and/or issues related to the Company's compliance activities that the Committee believes need to be addressed by the Committee, Compliance Officer and/or senior management.

11. Recommend to the Board specific concerns and/or issues related to the Company's compliance activities or personnel that the Committee believes need to be addressed by the Board as a whole.

12. Oversee and assist in the identification and analysis of compliance risk areas.

13. Oversee the Company's efforts to maintain open communications with employees and agents to promote compliance awareness and encourage them to act in compliance with applicable laws, regulations, industry standards, and the Company's policies and procedures.

14. Review and assess ongoing litigation and governmental enforcement actions relating to compliance matters.

15. Review, assess, and where appropriate, direct or initiate significant internal and external compliance investigations.

16. At least annually, receive a report on Company healthcare compliance audits undertaken by any internal or external audit.

17. At least annually, receive all FDA warning letters and untitled letters and the responses to such letters, as well as a report on the steps taken to implement the responses and evaluate the letters, as responded to by the Company.

18. As deemed appropriate by the Committee, oversee a review by counsel or other professionals of relevant Company policies for compliance with federal health care laws and regulations.

19. Review reporting chains that seek to provide a protected channel for reporting compliance related concerns to the appropriate Board committee.

20. At least annually, review the Corporate Code of Ethics and Conduct of the Company.

21. At least annually, review the policies and procedures designed to provide protection against retaliation for raising compliance related issues within the Company.

22. Review and assess the autonomy and adequacy of resources and budget dedicated to the Company's compliance programs, policies and procedures.

23. As deemed appropriate by the Committee, meet in a separate executive session with the Compliance Officer, without other members of management present, to provide the Compliance Officer with a direct and confidential channel to raise compliance concerns, report on the state of the compliance program, and discuss any matters the Compliance Officer believes should be brought to the Committee's attention independent of management.

24. At least annually, meet in separate executive sessions with the Compliance Officer, Chief Executive Officer and General Counsel (if any) to review and assess the foregoing responsibilities.

25. Review and provide recommendations to the Board regarding the Company's annual compliance plan(s) related to training, auditing, monitoring and/or other key activities.

26. Conduct such other activities as may be delegated to the Committee by the Board from time to time.

V. Reporting

The Committee will apprise the Board regularly on the adequacy and effectiveness of the Company's compliance activities, as well as on the Committee's decisions and recommendations and of significant developments in the course of performing the above responsibilities and duties. Without derogating from the aforesaid, the Committee shall submit any recommendation or resolution that is subject to Board approval a reasonable time prior to the contemplated Board meeting.

VI. Conflicts of Interest

In the event of a conflict of interest relevant to a matter that is being reviewed by the Committee, appropriate disclosure and/or recusal consistent with Company policy and applicable law is required.

VII. Review

The Committee shall at least annually review and assess 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.

IX. Confidentiality/Privilege

Committee members and any other attendees at any Committee meeting must treat all agendas, minutes, meeting materials and oral comments at such meetings as confidential, except to the extent required by applicable law or Company policy.

Any materials created and/or communications performed under privilege (e.g., attorney-client privilege) by Company's internal or outside legal counsel shall be treated by the Committee members and any other attendees at any Committee meeting, as applicable, as directed by the attorney involved in a particular matter.

X. Interpretation; Definitions

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.

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 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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