UROGEN PHARMA LTD.

NOMINATING AND CORPORATE GOVERNANCE 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 Nominating and Corporate Governance Committee (the "**Committee**") with the authority, responsibility and specific duties described in this Nominating and Corporate Governance Committee Charter (this "**Charter**"). If any term of this Charter contradicts the applicable requirements under Israeli Companies Law, 5759-1999 and the regulations promulgated thereunder (the "**Companies Law**"), then the terms of the Companies Law will prevail.

I. Purpose

The purposes of the Committee shall be to: (i) oversee the Company's corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify and evaluate candidates to serve as directors of the Company consistent with the criteria approved by the Board; and (iv) review and evaluate the performance of the Board; (v) serve as a focal point for communication between director candidates, non-Committee directors and the Company's management; (vi) select or recommend to the Board for selection candidates to the Board; and (vii) make other recommendations to the Board regarding affairs relating to the directors of the Company.

The purposes and further provisions specified in this Charter are meant to serve as guidelines, are subject to applicable law, 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.

II. Membership

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

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

(b) Each member of the Committee shall be independent (or be subject to an applicable exception) as determined in accordance with applicable law, including the Sarbanes-Oxley Act of 2002, the rules and regulations of the SEC promulgated thereunder, and the applicable rules of any stock exchange on which any of the Company's shares are then listed.

2. Subject to applicable law, (i) the members of the Committee shall 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 (or without cause) may be filled by a resolution of the Board.

3. The Chairperson of the Committee shall be designated by the Board (the "**Chairperson**"). In the absence of that designation, the Committee may designate the Chairperson by majority vote of the Committee members, provided that 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.

The Chairperson shall have the delegated authority to act on behalf of the Committee in connection with (a) the negotiation and execution of engagement letters for outside consultants, legal counsel or other advisers to be retained by the Committee and (b) as may otherwise be determined by the Committee.

4. The presence (in person or 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.

5. The Committee may also act by unanimous written consent (which may include electronic consent) in lieu of a meeting.

III. Meetings and Authority

1. The Committee shall meet as circumstances require. The Chairperson shall prepare and distribute an agenda in advance of each meeting.

2. The Committee may ask members of management or others to attend meetings 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.

2. The Committee shall have authority to retain and determine compensation and other items 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 such advisors and 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.

3. Subject to applicable law and stock exchange rules, 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. 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 Committee shall have the power and authority of the Board to perform the duties and to fulfill the responsibilities detailed below.

1. Review the policy statements of the Company to determine adherence to the Company's Corporate Code of Ethics and Conduct, bring to the attention of the Board current and emerging corporate governance and shareholder engagement trends that may affect the business operations, performance, governance functions or public image of the Company and develop with management a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company and enhance the effectiveness of the Committee.

2. Identify and evaluate candidates to serve on the Company's Board consistent with the criteria approved by the Board, including consideration of any potential conflicts of interest as well as applicable independence and other requirements.

3. Review, evaluate and consider the recommendations for nomination of incumbent directors for re-election to the Board, as well as monitor the size of the Board and make recommendations to the Board regarding any changes thereto.

4. Recommend to the Board qualified director nominees for appointment, election, or reelection to the Board at each annual shareholders' meeting and as necessary to fill vacancies and newly created directorships, and consider recommendations for Board nominees and proposals submitted by the Company's shareholders.

5. Periodically review the performance of the Board, including Board committees, and management, and make recommendations to the Board and management, as applicable, for areas of improvement as it deems appropriate.

6. Consider and assess the independence of directors, including consideration of any independence requirements imposed by any stock exchange on which any of the Company's shares are then listed.

7. Oversee the Board's committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board.

8. After due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of any stock exchange on which any of the Company's shares are then listed, the rules and regulations of the SEC and applicable law, recommend to the entire Board annually the chairpersonship and membership of each committee.

9. Institute such plan or program as it may deem appropriate for the orientation of newly appointed or elected directors and the continuing education of directors.

10. Periodically review with the Chief Executive Officer the plans for succession for the Company's executive officers, as it sees fit, and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

11. Periodically review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

12. Review and make recommendations to the Board as the Committee determines to be appropriate regarding the Company's policies and procedures for communications by shareholders with the Board.

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

V. 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. 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 is required.

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.

IX. 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 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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