AGOMAB THERAPEUTICS NV

Code of Business Conduct and Ethics – Chief Executive Officer's Message

Dear Colleague:

Our company's reputation and continued success is dependent upon the conduct of its directors, members of its executive committee and its employees. When acting on behalf of AgomAb Therapeutics NV (together with its subsidiaries, the "Company"), each director, member of the Company's executive committee and employee, as a custodian of the Company's good name, has a personal responsibility to ensure that his or her conduct is ethical and conforms to all applicable laws, rules and regulations.

Attached to help all of us is our Code of Business Conduct and Ethics. Our Code is a reaffirmation of the Company's commitment to conducting its business ethically and to observing applicable laws, rules and regulations. The Code reminds and guides us through the principles and requirements that govern our business and behavior. When representing the Company, each director, member of the Company's executive committee, and employee must protect and promote both the letter of the Code and its spirit of ethical conduct. Your adherence to these ethical principles is fundamental to our future success.

The Code cannot provide definitive answers to all questions. Accordingly, we expect each director, officer and employee to exercise reasonable judgment to determine whether a course of action is consistent with our ethical and legal standards, and to seek guidance when appropriate. Your supervisor will often be the person who can provide you with thoughtful, practical guidance in your day-to-day duties. You may also seek guidance from the Company's General Counsel, who is acting as Compliance Officer for the purposes of this Code.

Please read the Code carefully and ensure that you understand it. If you have any questions concerning the Code, please speak with your supervisor or the General Counsel. Within five days of reading the Code, please sign the enclosed acknowledgment and return it to legal@agomab.com. You may also be asked periodically in succeeding years to confirm in writing that you have complied with the Code.

Sincerely,

Tim Knotnerus
Chief Executive Officer

AGOMAB THERAPEUTICS NV

Code of Business Conduct and Ethics

I. Purpose and Scope

The Board of Directors of AgomAb Therapeutics NV (together with its subsidiaries, the "Company") has adopted this Code of Business Conduct and Ethics (this "Code") to aid the Company's directors, members of its executive committee and employees in making ethical and legal decisions when conducting the Company's business and performing their day-to-day duties. In addition, the Company expects its contractors, consultants and agents to act in accordance with the principles of this Code.

The Company's Board of Directors (the "Board") or a committee of the Board is responsible for administering the Code. The Board has delegated day-to-day responsibility for administering and interpreting the Code to a Compliance Officer.

The Company expects its directors, members of its executive committee and employees to exercise reasonable judgment when conducting the Company's business. The Company encourages its directors, members of its executive committee and employees to refer to this Code frequently to ensure that they are acting within both the letter and spirit of this Code. The Company also understands that this Code will not provide an answer to every issue you may encounter or address every concern you may have about conducting the Company's business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, the Company encourages you to speak with your supervisor (if applicable) or, if you are uncomfortable doing that, with the Compliance Officer.

The Company's directors, members of the Company's executive committee and its employees generally have other legal and contractual obligations to the Company. This Code is not intended to reduce or limit the other obligations you may have to the Company. Instead, this Code should be viewed as imposing the *minimum standards* the Company expects from its directors, members of its executive committee, and employees in the conduct of the Company's business.

II. Standards of Conduct

A. Compliance with Laws, Rules and Regulations; Whistleblower Protection

The Company requires that all directors, members of its executive committee and employees comply with all laws, rules and regulations applicable to the Company wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of the violation of any law, rule or regulation by the Company, whether by its directors, members of its executive committee, employees or any third party doing business on behalf of the Company, subject to the provisions in the following paragraph, it is your responsibility to promptly report the matter to the Compliance Officer.

Whistleblower Protection: Nothing contained in this Code, any agreement you have entered into with the Company, or any other Company policy limits your ability, with or without notice to the Company, to: (i) file a charge or complaint with any federal, state or local governmental agency

or commission (a "Government Agency") such as the Equal Employment Opportunity Commission, the National Labor Relations Board or the Securities and Exchange Commission (the "SEC"); (ii) communicate with any Government Agency or otherwise participate in any investigation or proceeding that may be conducted by any Government Agency, including by providing information or documents not subject to attorney-client privilege; (iii) exercise any rights under Section 7 of the National Labor Relations Act (to the extent applicable), which are available to non-supervisory employees, including assisting co-workers with or discussing any employment issue as part of engaging in concerted activities for the purpose of mutual aid or protection, if applicable; (iv) share compensation information concerning you or others (provided that this does not permit you to disclose compensation information concerning others that you obtain because your job responsibilities require or allow access to such information); (v) discuss or disclose information about unlawful acts in the workplace, such as harassment or discrimination or any other conduct that you have reason to believe is unlawful; or (vi) testify truthfully in a legal proceeding. Any communications and disclosures related to these matters must be consistent with applicable law and the information disclosed must not have been obtained through a communication that was subject to the attorney-client privilege (unless disclosure of that information would otherwise be permitted consistent with such privilege or applicable law). The Company will not limit any right you may have to receive an award pursuant to the whistleblower provisions of any applicable law or regulation for providing information to the SEC or any other Government Agency. Any provisions of any agreement between the Company and any current or former employee that is inconsistent with the above language or that may limit or interfere with the ability of any person to receive an award under the whistleblower provisions of applicable law will not be enforced by the Company.

B. Conflicts of Interest

The Company recognizes and respects the right of its directors, members of its executive committee and its employees - subject to the relevant terms and conditions of their contractual relationship with the Company and subject to compliance with applicable laws - to potentially engage in outside activities that they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in the Company's best interests. In most, if not all, cases this will mean that our directors, members of our executive committee and employees must avoid situations that present a potential or actual conflict between their personal or outside professional interests and the Company's interests.

A "conflict of interest" occurs when a director's, executive committee member's or employee's personal or outside professional interest interferes with the Company's interests. Conflicts of interest can arise in many situations. For example, conflicts of interest can arise when a director, member of the executive committee or employee takes an action or has an outside interest, responsibility or obligation that can make it difficult for him or her to perform the responsibilities of his or her position objectively or effectively in the Company's best interests. Conflicts of interest can also occur when a director, member of the executive committee or employee or his or her immediate family member receives some personal benefit (whether improper or not) as a result of the director's, executive committee member's or employee's position with the Company. Each individual's situation is different and in evaluating his or her own situation, a director, member of the executive committee or employee will have to consider many factors.

Any material transaction, responsibility, obligation or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Compliance Officer,

who may notify the Board or a committee of the Board as he or she deems appropriate. Actual or potential conflicts of interest involving a director, officer or employee other than the Compliance Officer should be disclosed directly to the Compliance Officer. Actual or potential conflicts of interest involving the Compliance Officer should be disclosed directly to the Chief Financial Officer.

C. Insider Trading

Directors, members of the Company's executive committee and employees who have material non-public information about the Company or other companies, including our partners, suppliers and customers, as a result of their relationship with the Company are prohibited by law and Company policy from trading in securities of the Company or such other companies, as well as from communicating such information to others who might trade on the basis of that information. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Policy, which is distributed to directors, members of the Company's executive committee and employees and is also available from the Compliance Officer.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the Compliance Officer before making any such purchase or sale.

D. Confidentiality

Subject to the whistleblower protections set forth in Section II.A, directors, members of the Company's executive committee and employees must maintain the confidentiality of confidential information entrusted to them by the Company or other companies, including our partners, suppliers and customers, except when disclosure is authorized by a supervisor or legally mandated. Unauthorized disclosure of any confidential information is prohibited. Additionally, directors, members of the Company's executive committee and employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to directors, members of the Company's executive committee and employees who have a need to know such information to perform their responsibilities for the Company.

Third parties may ask you for information concerning the Company. Subject to the exceptions noted in the preceding paragraph and the whistleblower protections set forth in Section II.A, directors, members of the Company's executive committee and employees (other than the Company's authorized spokespersons) must not discuss internal Company matters with, or disseminate internal Company information to, anyone outside the Company, except as required in the performance of their Company duties and, if appropriate, after a confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your supervisor or one of the Company's authorized spokespersons.

You also must abide by any lawful obligations that you have to your former employer (to the extent applicable). These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company and non-competition obligations.

E. Honest and Ethical Conduct and Fair Dealing

Directors, members of the Company's executive committee and employees should endeavor to deal honestly, ethically and fairly with the Company's partners, suppliers, customers, competitors and employees. Statements regarding the Company's products, product candidates, programs, activities and/or services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

F. Protection and Proper Use of Corporate Assets

Directors, members of the Company's executive committee and employees should seek to protect the Company's assets. Theft, carelessness and waste have a direct impact on the Company's financial performance. Directors, members of the Company's executive committee and employees must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

G. Corporate Opportunities

Directors, members of the Company's executive committee and employees owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Each director, officer and employee is prohibited from:

- diverting to himself or herself or to others any opportunities that are discovered through the use of the Company's property or information or as a result of his or her position with the Company unless that opportunity has first been presented to, and rejected by, the Company;

- using the Company's property or information or his or her position for improper personal gain; or

- competing with the Company.

H. Political Contributions/Gifts

Directors, members of the Company's executive committee and employees may not use any Company funds for political contributions of any kind to any political candidate or holder of any national, state or local government office. Directors, members of the Company's executive committee and employees may make personal contributions, but should not represent that they are making contributions on the Company's behalf. Specific questions should be directed to the Compliance Officer.

I. Bribes, Kickbacks and Other Improper Payments

The Company does not permit or condone bribes, kickbacks or other improper payments, transfers or receipts. No director, officer or employee should offer, give, solicit or receive any money or other item of value for the purpose of obtaining, retaining or directing business or bestowing or receiving any kind of favored treatment. The Company's Anti-Bribery and Anti-Corruption Policy further establishes the Company's policies and guidelines to facilitate compliance with the FCPA and similar anti-corruption laws of other nations by all Company personnel, contractors and agents.

J. International Trade Controls

Many countries regulate international trade transactions, such as imports, exports and international financial transactions and prohibit cooperation with certain boycotts imposed by some countries against others. The Company's policy is to comply with these applicable regulations and prohibitions even if compliance may result in the loss of some business opportunities. Employees should learn and understand the extent to which international trade controls apply to transactions conducted by the Company.

K. Accuracy of Records

Directors, members of the Company's executive committee and employees must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

L. Quality of Public Disclosures

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the SEC and in other public communications.

III. Compliance Procedures

A. Communication of Code

All current directors, members of the Company's executive committee and employees are being supplied a copy of the Code. Future directors, members of the Company's executive committee and employees will be supplied a copy of the Code when beginning service at the Company. All directors, officers and employees will be expected to review and sign an acknowledgment regarding the Code on a periodic basis. Updates of the Code, when adopted, will be promptly supplied to directors, officers and employees. Directors, members of the Company's executive committee and employees also can obtain a copy of the Code by requesting one from the human resources department or by accessing the Company's website at https://agomab.com/.

B. Monitoring Compliance and Disciplinary Action

The Company's management, under the supervision of its Board or a committee of the Board or, in the case of accounting, internal accounting controls, auditing or securities law matters or the Audit Committee, shall take reasonable steps to (i) monitor compliance with the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code will be determined in the Company's sole discretion and may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service and restitution to the extent permissible according to local law.

The Company's management shall periodically report to the Board or a committee of the Board on these compliance efforts including, without limitation, alleged violations of the Code and the actions taken with respect to violations.

C. Communication Channels

Be Proactive. Every director, member of the executive committee and employee is encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of law, rule or regulation resulting from the conduct of the Company's business or occurring on the Company's property. **If a director, officer or employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code or any law, rule or regulation applicable to the Company, he or she is obligated (subject to the whistleblower protections set forth in Section II.A above) to bring the matter to the attention of the Company.**

Seeking Guidance. The best starting point for members of the Company's executive committee or employees seeking advice on ethics-related issues or wishing to report potential violations of the Code will usually be their supervisor. However, if the conduct in question involves an officer's or employee's supervisor, if the officer or employee has reported the conduct in question to the supervisor and does not believe that the supervisor has dealt with it properly, or if the officer or employee does not feel comfortable discussing the matter with the supervisor, the officer or employee may raise the matter with the Compliance Officer.

Communication Alternatives. Any officer or employee may communicate with the Compliance Officer, or report potential violations of the Code, by any of the following methods:

By e-mail to Ellen Lefever at ellen.lefever@agomab.com (anonymity cannot be maintained);

In writing (which can be done anonymously as set forth below under "Anonymity"), addressed to the Compliance Officer, by mail to c/o AgomAb Therapeutics, Posthoflei 1/6 2600 Antwerpen, Belgium; or

Online at https://agomab.speakup.report/whistleblowing (which may be done anonymously as set forth below under "Anonymity");

Via the SpeakUp app (which can be done anonymously). You can download this app by scanning this QR code:

In the SpeakUp app, you can connect by entering the Agomab organisation code (125405) or by scanning this QR code:

By phoning and leaving a voicemail. The voicemail can be reached 0800 89 326 (Belgium), +34 900 031 156 (Spain), +1 (669) 288 7154 (United States) or +31 10 700 75 03 (Netherlands). You can connect by entering the Agomab organisation code (125405). Messages can be left anonymously as set forth below under "Anonymity."

Audit Committee Complaint Procedures: Reporting Accounting and Similar Concerns. Concerns or questions regarding potential violations of the Code, a Company policy or procedure or laws, rules or regulations relating to accounting, internal accounting controls or auditing or securities law matters (an "Audit Committee Complaint") will be directed to the Audit Committee of the Board (the "Audit Committee") or a designee of the Audit Committee in accordance with the procedures established by the Audit Committee for receiving, retaining and treating complaints regarding accounting, internal accounting controls or auditing matters. Members of the Company's executive committee and employees can also communicate directly with the Audit Committee or its designee regarding such matters by the following methods (which can be done anonymously as set forth below under "Anonymity"):

In writing to: Chair of the Audit Committee, AgomAb Therapeutics NV, Posthoflei 1/6 2600 Antwerpen, Belgium;

By emailing: colin.bond@agomab.com (anonymity cannot be maintained); or

By phoning: +32 3 318 91 70 and asking that the matter be forwarded to the Chair of the Audit Committee.

By contacting the compliance hotline (anonymously or not) online at http://agomab.speakup.report/whistleblowing (mobile site), via the SpeakUp app or by phone. See above for more details on the hotline

- When submitting the information, the complaining party should identify the subject matter of their Audit Committee Complaint, the practices that are alleged to constitute an improper accounting, internal accounting control or auditing matter or a violation of US federal securities laws, the FCPA or other applicable laws, as the case may be, providing as much detail as possible and the names of the individuals they believe to be involved.

- Any Audit Committee Complaint received by the Audit Committee, the Compliance Officer or the Compliance Hotline in accordance with the procedures set forth above will be forwarded in a confidential manner to the Chairperson of the Audit Committee as soon as reasonably practicable following receipt of such Audit Committee Complaint. In addition, management will be informed that any Audit Committee Complaint received should likewise be forwarded in a confidential manner to the Chairperson of the Audit Committee as soon as reasonably practicable following receipt of such Complaint. To ensure that these complaint procedures are not inadvertently or improperly screening out Audit Committee Complaints that should be viewed by the Audit Committee, the Company's Compliance Officer will be charged with preparing and submitting to the Chairperson of the Audit Committee prior to each regularly scheduled meeting of the Audit Committee, a table or other report detailing the time, date, nature and disposition of each Audit Committee Complaint received by the Compliance Officer and/or the compliance hotline since the date of the prior report. The table or other report will be reviewed by the Audit Committee at its next regularly-scheduled meeting.

- ***Procedures for Treating Complaints**:* Following receipt of an Audit Committee Complaint, the Chairperson of the Audit Committee will promptly begin to conduct an initial evaluation of the complaint. The Chairperson may delegate this authority to another member of the Audit Committee. In connection with the initial evaluation, the Chairperson or his or her designee will make a determination of:
    - whether the Audit Committee Complaint requires immediate investigation;
    - whether it can be held for discussion at the next regularly-scheduled meeting of the Audit Committee or whether a special meeting of the Audit Committee should be called; or
    - whether it does not relate to accounting, internal accounting controls or auditing matters or potential violations of the federal securities laws, the FCPA or other applicable laws and should be reviewed by a party other than the Audit Committee in accordance with the Company's Code of Business Conduct and Ethics or other policies.

In any event, each Audit Committee Complaint will be discussed at the next meeting of the Audit Committee. At that meeting, the Audit Committee will make a determination as to whether and how such complaint will be investigated or, if the investigation has commenced, how to proceed with such investigation. The Audit Committee, in its sole discretion, may elect among the following options or may investigate the Audit Committee Complaint in another manner determined by the Audit Committee (in any event in compliance with the Belgian law of 18 May 2024 on private investigations, where applicable):

- The Audit Committee may choose to investigate the complaint on its own.
- The Audit Committee may select a responsible designee within the Company to investigate the complaint. Under no circumstances should a member of the

division of the Company that is the source of the complaint be charged with its investigation. If the complaint was not made on an anonymous basis, the Audit Committee will determine whether it is appropriate to provide the designee with the identity of the complaining party.

- The Audit Committee may retain an outside party (other than the Company's independent auditor) to investigate the complaint and assist in the Complaint's evaluation.
- The Audit Committee may retain outside counsel to initiate an investigation and work either with internal parties or an outside financial/forensic auditing company to assist in such investigation.

The investigating party designated by the Audit Committee will be permitted reasonable access to the Company and its documents and computer systems for purposes of conducting the investigation. At the conclusion of its investigation, the investigating party will be responsible for making a full report to the Audit Committee with respect to the Complaint and, if requested by the Audit Committee, to make recommendations for corrective actions, if any, to be taken by the Company.

The Audit Committee will consider, if applicable, the recommendations of the investigating party and determine whether any corrective actions should be taken. The Audit Committee will report to the Board of Directors not later than its next regularly-scheduled meeting with respect to the Audit Committee Complaint for which such investigation has been completed and, if applicable, any recommended corrective actions. In the event that the Audit Committee Complaint involves any Director of the Company (whether in his or her role as a director, employee or member of the executive committee of the Company or otherwise), the Audit Committee will make its report in an Executive Session of the Board of Directors (exclusive of any Director involved in such complaint).

- ***Procedures for Retaining Records Regarding Audit Committee Complaints:*** The Audit Committee will seek to ensure that all Audit Committee Complaints received by the Audit Committee, together with all documents pertaining to the Audit Committee's or its designee's investigation and treatment of any such complaint, are retained in a secure location. If a Audit Committee Complaint becomes the subject of a criminal investigation or civil litigation, all documents related to that Complaint will be retained until such investigation or litigation is resolved, including all appeals. The Audit Committee may delegate this obligation to an independent advisor or entity or the Company's Compliance Officer.

Cooperation. Directors, members of the Company's executive committee and employees are expected to cooperate with the Company in any investigation of a potential violation of the Code, any other Company policy or procedure, or any law, rule or regulation.

Misuse of Reporting Channels. Directors, members of the Company's executive committee and employees should not use these reporting channels in bad faith or in a false or frivolous manner or to report grievances that do not involve the Code or other ethics-related issues.

Director Communications. In addition to the foregoing methods, a director also can communicate concerns or seek advice with respect to this Code by contacting the Board through its Chair or the Audit Committee.

D. Anonymity

The Company prefers that members of the Company's executive committee and employees, when reporting suspected violations of the Code, identify themselves to facilitate the Company's ability to take steps to address the suspected violation, including conducting an investigation. The Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

An officer or employee who wishes to remain anonymous may do so, and the Company will use reasonable efforts to protect confidentiality. If a report is made anonymously, however, the Company may not have sufficient information to investigate or evaluate the allegations. Accordingly, persons who report suspected violations anonymously should provide as much detail as they can to permit the Company to evaluate the allegation and, if it deems appropriate, conduct an investigation.

E. No Retaliation

The Company forbids any retaliation against an officer or employee who, acting in good faith on the basis of a reasonable belief, reports suspected misconduct. Specifically, the Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against, such an officer or employee. Anyone who participates in any such conduct is subject to disciplinary action, including termination.

IV. Waivers and Amendments

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes, without limitation, the Company's principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board or, if permitted, the Audit Committee, and (ii) if required, the waiver is promptly disclosed to the Company's securityholders in accordance with applicable U.S. securities laws and the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be.

Any waivers of the Code for other employees may be made by the Compliance Officer, the Board or, if permitted, the Audit Committee.

All amendments to the Code must be approved by the Board and, if required, must be promptly disclosed to the Company's securityholders in accordance with United States securities laws and Nasdaq rules and regulations.

ADOPTED: December 6, 2024
EFFECTIVE: January 1, 2025
AMENDED: December 9, 2025
EFFECTIVE: February 6, 2026

ACKNOWLEDGMENT

I acknowledge that I have reviewed and understand AgomAb Therapeutics NV Code of Business Conduct and Ethics (the "Code") and agree to abide by the provisions of the Code.

_____

Signature

_____

Name (Printed or typed)

_____

Position

_____

Date