GH Research PLC

Nominating and Corporate Governance Committee Charter

Adopted by a resolution of the Board on 23 June 2026

Purpose

The Nominating and Corporate Governance Committee (the "**Committee**") is created by the board of directors of the Company (the "**Board**") of GH Research PLC, a public limited company incorporated under the laws of Ireland and its subsidiaries (the "**Company**") as a committee of the Board to act on behalf of the Board in order to:

- identify individuals qualified to become Board members, consistent with any criteria as may be approved by the Board from time to time, and recommend to the Board the nominees for directors of the Company from time to time (the "**Directors**") for the next annual general meeting of shareholders or to fill an existing or newly created vacancy on the Board;
- identify members of the Board to serve on each Board committee and to serve as chairman of the Board (the "**Chairman**") thereof and recommend each such member and chairman;
- periodically review the corporate governance and business ethics policies, principles, guidelines and codes of conduct applicable to the Company and recommend any changes thereto;
- monitor compliance with the applicable provisions of the Company's corporate governance and business ethics policies, principles, guidelines and codes of conduct; and
- oversee the evaluation of the performance of the Board and its committees.

In carrying out its function, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

Membership

The Committee shall be made up of at least two members.

Members of the Committee shall be appointed by the Board.

The Board shall periodically at its discretion review the composition of the Committee and shall recommend nominees for appointment to the Committee as vacancies or newly created positions occur. A Committee member may be removed by the Board at any time with or without cause. Members shall continue to be members until their successors are elected and qualified or

until their earlier resignation or removal. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. The Board shall designate the Committee Chairman but shall have regard to the views of the Committee before doing so.

The Board shall appoint the Committee Chairman from among the members of the Committee. The Chairman may be appointed as a member of the Committee and also as Committee Chairman, but shall not chair the Committee when it is dealing with the matter of succession of the chairmanship.

Responsibilities

The Committee should carry out the duties below for the Company, major subsidiary undertakings and the group as a whole, as appropriate.

The Committee shall:

Board Evaluation, Composition and Nominations

- regularly review and evaluate the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and its committees and make recommendations to the Board, as appropriate, with regard to any changes;

- give full consideration to succession planning for Directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;

- be responsible for overseeing searches for, identifying and nominating qualified individuals for membership of the Board as and when Board vacancies arise;

- recommend to the Board those Directors to be assigned to serve as members and chairpersons of the committees of the Board;

- in making its recommendations for Board and committee membership, review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on any criteria which may be approved by the Board from time to time (and taking into account the independence, financial literacy, financial expertise and diversity standards that may be required under the SEC rules, the rules of NASDAQ as appropriate or applicable); and

In identifying suitable candidates, the Committee shall:

- consider candidates on merit, taking care that appointees have enough time available to devote to the position;

- in evaluating current Directors for re-nomination to the Board or appointment to any Board committees, assess the performance of such Directors;

- review the results of the Board performance evaluation process that relate to the composition of the Board;

Establishment and Review of Corporate Governance Policies and Practices

- periodically review the charter and composition of each Board committee and make recommendations to the Board regarding the revision of committee charters, the composition of each committee and if necessary, the creation or elimination of committees;

- develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to any corporate governance guidelines which may be approved by the Board from time to time;

- periodically review the Company's corporate governance policies and practices and make recommendations to the Board in this regard;

- monitor compliance with the Company's corporate governance policies and practices;

- oversee the Company's establishment and maintenance of means by which allegations of violations of, or non-compliance with the Company's corporate governance policies and practices can be reported to the Committee in a confidential manner;

- consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board regarding such matters;

- review and consider any requests for waivers of any codes or guidelines which may be adopted by the Board from time to time for the Directors, the Company's executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to any such request for a waiver upon request by the Board;

- review the Company's constitution periodically and recommend to the Board any necessary modifications thereto;

- periodically review the Company's strategy, objectives, policies and practices in the areas of management and leadership development, diversity and human resource management and support;

General

- conduct periodic self-evaluations of the performance of the Committee and its members, including its effectiveness and compliance with this charter, the results of which may be discussed with the Board as requested by the Board;

- review periodically the adequacy of this charter, and recommend to the Board amendments as the Committee deems appropriate;

- review periodically the time required from non-executive Directors. Performance evaluation should be used to assess whether the non-executive Directors are spending enough time to fulfil their duties;

- exercise such additional powers as may be requested by the Board or reasonably necessary or desirable, in the Committee's discretion, to fulfil its responsibilities and duties under this charter; and

- consider such other matters as may be requested by the Board from time to time and work and liaise as necessary with all other Board committees.

Recommendations

The Committee shall also make recommendations to the Board concerning:

- formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive Officer;

- membership of the Company's Audit and Remuneration Committees, and any other Board committees as appropriate;

- the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and

  ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

- the re-election by shareholders of any Director, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the orientation and continuing education program of the Board;

- any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and their service contract; and

- the appointment of any Director to executive or other office.

Reporting responsibilities

The Committee Chairman shall report to the Board on its deliberations at the next meeting of the Board and shall summarise its examinations and recommendations to the Board where appropriate or where requested by the Board.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Authority and Delegations

Appointment of External Advisors

The Committee may, in its sole discretion, retain or obtain the advice of consultants, legal counsel or other advisers to the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultants, legal counsel and other adviser retained by the Committee.

The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to consultants, legal counsel or any other adviser retained by the Committee.

Delegation

The Committee may delegate its authority to subcommittees or the Committee Chairman when it deems appropriate and in the best interests of the Company.

Authority

A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

The Committee is authorised by the Board to examine any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company for this purpose. The Committee has the power to retain outside counsel, service providers, advisers and/or consultants in carrying out its function.

The Committee is authorised to seek any information it requires from any employee or Director, and all such employees or Directors will be directed to co-operate with any request made by the Committee.

The Committee shall: (i) have access to sufficient resources in order to carry out its duties, including access to the company secretary of the Company for assistance as required; (ii) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members; (iii) be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult; and (iv) at all times give due consideration to the provisions and recommendations of all applicable laws and published guidelines regarding the nomination of Directors to the board of listed companies.

Procedures

Meetings

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, the Company's constitution and applicable laws and regulations. The Committee may meet at other times during the year as agreed between the members of the Committee or as requested by the Committee Chairman. The Committee Chairman shall preside at each meeting, and, in the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The Committee Chairman shall set agendas for meetings and determine the Committee's information needs.

Members may participate in a meeting of the Committee by means of conference telephone or other communication equipment by means of which all participants in the meeting can hear each other.

The quorum necessary for the taking of any action by the Committee shall be two members of the Committee acting by mutual agreement.

Each member of the Committee shall have one vote which may be cast on matters considered at a meeting of the Committee. Votes can only be cast by members attending a meeting of the Committee. The affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. If a matter being considered by the Committee is one where a member of the Committee, either directly or indirectly, has a personal interest, that member shall not be permitted to vote at the meeting. Save where he has a personal interest, the Committee Chairman will have a casting vote.

Any action of the Committee may also be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterparts) and any such action shall be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose.

Only members of the Committee have the right to attend Committee meetings. However, other Directors and persons, such as the Company's Chief Executive Officer, senior human resources personnel of the Company and external advisers may be invited to attend all or part of any meeting as and when appropriate and necessary.

In other respects, the Committee shall establish its own rules of procedure subject to the constitution of the Company.

Notice of meetings

Meetings of the Committee shall be called by the Committee Chairman at the request of any of its members or at the request of the Committee Chairman.

Minutes of meetings

The Committee shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

The Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes may be circulated to all members of the Board unless it would be inappropriate to do so and shall be kept with the minutes of the meetings of the Board.