
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NewAmsterdam Pharma Company N.V.
(Exact name of registrant as specified in its charter)

The Netherlands
(State or other jurisdiction of
incorporation or organization)

Not applicable
(I.R.S. Employer
Identification No.)

Gooimeer 2-35
1411 DC Naarden
The Netherlands
(Address of Principal Executive Offices)

Not applicable
(Zip Code)

NewAmsterdam Pharma Company N.V. 2026 Employee Stock Purchase Plan
(Full title of the plan)

NewAmsterdam Pharma Corporation
1730 Main Street, Suite #226
Weston, FL 33326
(Name and address of agent for service)

Tel: (305) 627-3081
(Telephone number, including area code, of agent for service)

Copies to:

Michael F. Marino
NewAmsterdam Pharma Corporation
1730 Main Street, Suite #226
Weston, FL 33326
Tel: (305) 627-3081

Brian K. Rosenzweig
Kerry S. Burke
Covington & Burling LLP
30 Hudson Yards
New York, NY 10001
Tel: (212) 841-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information

The documents containing the information specified in Part I will be delivered in accordance with Rule 428(b) under the Securities Act of 1933, as amended (the “Securities Act”). Such documents are not required to be, and are not, filed with the U.S. Securities and Exchange Commission (the “Commission”), either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of the Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information

The written statement required by Item 2 of Part I is included in documents that will be delivered to participants in the plan covered by this Registration Statement pursuant to Rule 428(b) of the Securities Act. Such documents are not being filed with the Commission as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II
INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The documents listed below have been filed with the Commission by the Registrant and are incorporated herein by reference to the extent not superseded by documents subsequently filed:

- 1) the Company's Annual Report on [Form 10-K](#) for the year ended December 31, 2025, filed with the Commission on February 18, 2026;
- 2) the Company's Quarterly Report on [Form 10-Q](#) for the period ended March 31, 2026, filed with the Commission on May 7, 2026;
- 3) the Company's Current Reports on Form 8-K filed with the Commission on [April 24, 2026](#) and [June 3, 2026](#); and
- 4) the description of the Ordinary Shares contained in the registration statement on [Form 8-A](#), filed with the Commission on November 22, 2022, as the description therein has been updated and superseded by the description of the Ordinary Shares contained in [Exhibit 4.4](#) of the Company's Annual Report on Form 10-K for the year ended December 31, 2024, filed with the Commission on February 26, 2025, and including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the Registration Statement and to be a part hereof from the date of the filing of such documents. The Company is not incorporating by reference any document or portion thereof, whether specifically listed above or to be filed in the future, that is not deemed "filed" with the Commission.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

The Registrant is a public limited liability company (*naamloze vennootschap*).

Under Dutch law, the Registrant's directors may be held liable for damages in the event of improper or negligent performance of their duties. They may be held liable for damages to the Registrant and to third parties for infringement of the Registrant's articles of association (the "Articles of Association") or of certain provisions of Dutch law. In certain circumstances, they may also incur other specific civil, administrative and criminal liabilities. Subject to certain exceptions, the Articles of Association provide for indemnification of the Registrant's current and former directors and other current and former officers and employees as designated by the Registrant's board of directors. No indemnification under the Articles of Association will be given to an indemnified person:

- if a competent court or arbitral tribunal has established, without having (or no longer having) the possibility for appeal, that the acts or omissions of such indemnified person that led to the financial losses, damages, expenses, suit, claim, action or legal proceedings as described above are of an unlawful nature (including acts or omissions which are considered to constitute malice, gross negligence, intentional recklessness and/or serious culpability attributable to such indemnified person);
- to the extent that his or her financial losses, damages and expenses are covered under insurance and the relevant insurer has settled, or has provided reimbursement for, these financial losses, damages and expenses (or has irrevocably undertaken to do so);
- in relation to proceedings brought by such indemnified person against the Registrant, except for proceedings brought to enforce indemnification to which he or she is entitled pursuant to the Articles of Association, pursuant to an agreement between such indemnified person and the Registrant, which has been approved by the Registrant or pursuant to insurance taken out by us for the benefit of such indemnified person; and
- for any financial losses, damages or expenses incurred in connection with a settlement of any proceedings effected without the Registrant's prior consent.

Under the Articles of Association, the Registrant's board of directors may stipulate additional terms, conditions and restrictions in relation to the indemnification described above.

The Registrant has also entered into indemnification agreements with each of our directors and executive officers providing for procedures for indemnification and advancements by the Registrant of certain expenses and costs relating to claims, suits or proceedings arising from his or her service to the Registrant or, at the Registrant's request, service to other entities, as officers or directors to the maximum extent permitted by Dutch law and subject to the exceptions provided in such agreements.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8.

Exhibits.

Exhibit Number	Description
4.1	English translation of Articles of Association of NewAmsterdam Pharma Company N.V. (incorporated by reference to Exhibit 1.1 to the Shell Company Report on Form 20-F (Reg. No. 001-41562) filed with the Commission on November 28, 2022).
5.1*	Opinion of NautaDutilh N.V., regarding validity of the Ordinary Shares.
23.1*	Consent of NautaDutilh N.V. (included in Exhibit 5.1).
23.2*	Consent of Deloitte Accountants B.V., independent registered public accounting firm of NewAmsterdam Pharma Company N.V.
24.1*	Power of Attorney (included on the signature page to this Registration Statement).
99.1	NewAmsterdam Pharma Company N.V. 2026 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on June 3, 2026).
107*	Filing Fee Table.

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Weston, Florida, on June 5, 2026.

NewAmsterdam Pharma Company N.V.

By: /s/ Michael Davidson
Name: Michael Davidson, M.D.
Title: Chief Executive Officer

SIGNATURES AND POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael Davidson, Ian Somaiya and Michael F. Marino, each acting alone, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead in any and all capacities, in connection with this Registration Statement, including to sign in the name and on behalf of the undersigned, this registration statement and any and all amendments thereto, including post-effective amendments and registrations filed pursuant to Rule 462 under the Securities Act and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto such attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Name	Title	Date
<u>/s/ Michael Davidson</u> Michael Davidson, M.D.	Chief Executive Officer and Director (Principal Executive Officer)	June 5, 2026
<u>/s/ Ian Somaiya</u> Ian Somaiya	Chief Financial Officer (Principal Financial Officer)	June 5, 2026
<u>/s/ Louise Kooij</u> Louise Kooij	Chief Accounting Officer (Principal Accounting Officer)	June 5, 2026
<u>/s/ William H. Lewis</u> William H. Lewis, J.D., M.B.A.	Chairman of the Board of Directors	June 5, 2026
<u>/s/ Adele Gulfo</u> Adele Gulfo	Director	June 5, 2026
<u>/s/ Wouter Joustra</u> Wouter Joustra	Director	June 5, 2026

Name	Title	Date
<u>/s/ John Kastelein</u> John Kastelein, M.D., Ph.D., FESC	Director	June 5, 2026
<u>/s/ Louis Lange</u> Louis Lange, M.D., Ph.D.	Director	June 5, 2026
<u>/s/ Mark C. McKenna</u> Mark C. McKenna	Director	June 5, 2026
<u>/s/ John W. Smither</u> John W. Smither	Director	June 5, 2026
<u>/s/ James N. Topper</u> James N. Topper, M.D., Ph.D.	Director	June 5, 2026
<u>/s/ Janneke van der Kamp</u> Janneke van der Kamp	Director	June 5, 2026

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE COMPANY

Pursuant to the requirement of the Securities Act, the undersigned, the duly authorized representative in the United States of NewAmsterdam Pharma Company N.V., has signed this registration statement in the United States, on the 5th day of June, 2026.

NewAmsterdam Pharma Corporation

By: /s/ Michael Davidson
Name: Michael Davidson, M.D.
Title: President

P.O. Box 7113
1007 JC Amsterdam
Beethovenstraat 400
1082 PR Amsterdam
T +31 20 71 71 000
F +31 20 71 71 111

Amsterdam, June 5, 2026

To the Company:

We have acted as legal counsel as to Dutch law to the Company in connection with the Employee Stock Purchase Plan and the filing of the Registration Statement with the SEC. This opinion letter is rendered to you in order to be filed with the SEC as an exhibit to the Registration Statement.

Capitalised terms used in this opinion letter have the meanings set forth in Exhibit A to this opinion letter. The headings used in this opinion letter are for convenience of reference only and are not to affect its construction or to be taken into consideration in its interpretation.

This opinion letter is strictly limited to the matters stated in it and may not be read as extending by implication to any matters not specifically referred to in it. Nothing in this opinion letter should be taken as expressing an opinion in respect of any representations or warranties, or other information, contained in any document reviewed by us in connection with this opinion letter.

In rendering the opinions expressed in this opinion letter, we have reviewed and relied upon the Employee Stock Purchase Plan, a draft of the Registration Statement and pdf copies of the Corporate Documents and we have assumed that Awards under the Employee Stock Purchase Plan shall be made for bona fide commercial reasons. We have not investigated or verified any factual matter disclosed to us in the course of our review.

This opinion letter sets out our opinion on certain matters of the laws with general applicability of the Netherlands, and, insofar as they are directly applicable in the Netherlands, of the European Union, as at today's date and as presently interpreted under published authoritative case law of the Dutch courts, the General Court and the Court of Justice of the European Union. We do not express any opinion on Dutch or European competition law, data protection law, tax law, securitisation law or regulatory law. No undertaking is assumed on our part to revise, update or amend this opinion letter in connection with, or to notify or inform you of, any developments and/or changes of Dutch law subsequent to today's date. We do not purport to opine on the consequences of amendments to the Employee Stock Purchase Plan, the Registration Statement or the Corporate Documents subsequent to the date of this opinion letter.

The opinions expressed in this opinion letter are to be construed and interpreted in accordance with Dutch law. The competent courts at Amsterdam, the Netherlands, have exclusive jurisdiction to settle any issues of interpretation or liability arising out of or in connection with this opinion letter. Any legal relationship arising out of or in connection with this opinion letter (whether contractual or non-contractual), including the above submission to jurisdiction, is governed by Dutch law and shall be subject to the general terms and conditions of NautaDutilh. Any liability arising out of or in connection with this opinion letter shall be limited to the amount which is paid out under NautaDutilh's insurance policy in the matter concerned. No person other than NautaDutilh may be held liable in connection with this opinion letter.

All legal relationships are subject to NautaDutilh N.V.'s general terms and conditions (see <https://www.nautadutilh.com/terms>), which apply mutatis mutandis to our relationship with third parties relying on statements of NautaDutilh N.V., include a limitation of liability clause, have been filed with the Rotterdam District Court and will be provided free of charge upon request. NautaDutilh N.V.; corporate seat Rotterdam; trade register no. 24338323.

In this opinion letter, legal concepts are expressed in English terms. The Dutch legal concepts concerned may not be identical in meaning to the concepts described by the English terms as they exist under the law of other jurisdictions. In the event of a conflict or inconsistency, the relevant expression shall be deemed to refer only to the Dutch legal concepts described by the English terms.

For the purposes of this opinion letter, we have assumed that:

- a. each copy of a document conforms to the original, each original is authentic, and each signature is the genuine signature of the individual purported to have placed that signature;
 - b. if any signature under any document is an electronic signature (as opposed to a handwritten ("wet ink") signature) only, it is either a qualified electronic signature within the meaning of the eIDAS Regulation, or the method used for signing is otherwise sufficiently reliable;
 - c. the Registration Statement has been or will be filed with the SEC in the form reviewed by us;
 - d. at each Relevant Moment, (i) Ordinary Shares shall have been admitted for trading on a trading system outside the European Economic Area comparable to a regulated market or a multilateral trading facility as referred to in Section 2:86c(1) DCC and (ii) no financial instruments issued by the Company (or depository receipts for or otherwise representing such financial instruments) have been admitted to trading on a regulated market, multilateral trading facility or organised trading facility operating in the European Economic Area (and no request for admission of any such financial instruments to trading on any such trading venue has been made);
 - e. the Current Articles are the Articles of Association currently in force and as they will be in force at each Relevant Moment;
 - f. at each Relevant Moment, the authorised share capital (*maatschappelijk kapitaal*) of the Company shall allow for the grant of Awards and the issuance of Employee Stock Purchase Plan Shares pursuant to the exercise or settlement thereof;
 - g. at each Relevant Moment, the Company will not have (i) been dissolved (*ontbonden*), (ii) ceased to exist pursuant to a merger (*fusie*) or a division (*splitsing*), (iii) been converted (*omgezet*) into another legal form, either national or foreign, (iv) had its assets placed under administration (*onder bewind gesteld*), (v) been declared bankrupt (*failliet verklaard*), (vi) been granted a suspension of payments (*surseance van betaling verleend*), (vii) started or become subject to statutory proceedings for the restructuring of its debts (*akkoordprocedure*) or (viii) been made subject to similar proceedings in any jurisdiction or otherwise been limited in its power to dispose of its assets;
 - h. no Awards shall be offered to the public (*aanbieden aan het publiek*) in the Netherlands other than in conformity with the Prospectus Regulation, the PRIIPs Regulation and the rules promulgated thereunder;
 - i. at each Relevant Moment, the relevant Award(s) (i) shall have been validly granted as a right to subscribe for Ordinary Shares (*recht tot het nemen van aandelen*) by the corporate body authorised to do so, (ii) shall be in full force and effect upon being exercised or settled, as applicable, (iii) shall have been validly exercised
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or settled, as applicable, in accordance with the terms and conditions applicable to such Award(s) and (iv) any pre-emption rights in respect of such Award(s) shall have been validly excluded by the corporate body authorised to do so; and

- j. at each Relevant Moment, each holder of the relevant Award(s) shall be an individual (i) who is not deceased, (ii) who has not had such individual's assets placed under administration (*onder bewind gesteld*), (iii) who has not been declared bankrupt (*failliet verklaard*), (iv) who has not been granted a suspension of payments (*surseance van betaling verleend*), (v) who has not been subjected to a debt reorganisation procedure (*schuldsanering*), (vi) who has not started or become subject to statutory proceedings for the restructuring of such individual's debts (*akkoordprocedure*) or (vii) who has not been made subject to similar proceedings in any jurisdiction or otherwise been limited in the power to dispose of such individual's assets.

Based upon and subject to the foregoing and subject to the qualifications set forth in this opinion letter and to any matters, documents or events not disclosed to us, we express the following opinions:

Corporate Status

1. The Company has been duly incorporated as a *besloten vennootschap met beperkte aansprakelijkheid* and is validly existing as a *naamloze vennootschap*.

Employee Stock Purchase Plan Shares

2. Subject to receipt by the Company of payment in full for, or other satisfaction of the issue price of, the Employee Stock Purchase Plan Shares in accordance with the Employee Stock Purchase Plan, and when issued and accepted in accordance with the Employee Stock Purchase Plan, the Employee Stock Purchase Plan Shares shall be validly issued, fully paid and non-assessable.

The opinions expressed above are subject to the following qualifications:

- A. Opinion 1 must not be read to imply that the Company cannot be dissolved (*ontbonden*). A company such as the Company may be dissolved, inter alia by the competent court at the request of the company's board of directors, any interested party (*belanghebbende*) or the public prosecution office in certain circumstances, such as when there are certain defects in the incorporation of the company. Any such dissolution will not have retro-active effect.
- B. Pursuant to Section 2:7 DCC, any transaction entered into by a legal entity may be nullified by the legal entity itself or its liquidator in bankruptcy proceedings (*curator*) if the objects of that entity were transgressed by the transaction and the other party to the transaction knew or should have known this without independent investigation (*wist of zonder eigen onderzoek moest weten*). The Dutch Supreme Court (*Hoge Raad der Nederlanden*) has ruled that in determining whether the objects of a legal entity are transgressed, not only the description of the objects in that legal entity's articles of association (*statuten*) is decisive, but all (relevant) circumstances must be taken into account, in particular whether the interests of the legal entity were served by the transaction. Based on the objects clause contained in the Current Articles, we have no reason to believe that, by making Awards under the Employee Stock Purchase Plan, the Company would transgress the description of the objects contained in its Articles of Association. However, we cannot assess
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whether there are other relevant circumstances that must be taken into account, in particular whether the interests of the Company are served by making Awards under the Employee Stock Purchase Plan since this is a matter of fact.

- A. Pursuant to Section 2:98c DCC, a company such as the Company may grant loans (*leningen verstrekken*) only in accordance with the restrictions set out in Section 2:98c DCC, and may not provide security (*zekerheid stellen*), give a price guarantee (*koersgarantie geven*) or otherwise bind itself, whether jointly and severally or otherwise with or for third parties (*zich op andere wijze sterk maken of zich hoofdelijk of anderszins naast of voor anderen verbinden*) with a view to (*met het oog op*) the subscription or acquisition by third parties of shares in its share capital or depository receipts. This prohibition also applies to its subsidiaries (*dochtervennootschappen*). It is generally assumed that a transaction entered into in violation of Section 2:98c DCC is null and void (*nietig*). Based on the content of the Employee Stock Purchase Plan, we have no reason to believe that the Company or its subsidiaries will violate Section 2:98c DCC in connection with the issue of Employee Stock Purchase Plan Shares. However, we cannot confirm this definitively, since the determination of whether a company (or a subsidiary) has provided security, has given a price guarantee or has otherwise bound itself, with a view to the subscription or acquisition by third parties of shares in its share capital or depository receipts, as described above, is a matter of fact.
- B. The opinions expressed in this opinion letter may be limited or affected by:
- a. rules relating to Insolvency Proceedings or similar proceedings under a foreign law and other rules affecting creditors' rights generally;
 - b. the provisions of fraudulent preference and fraudulent conveyance (*Actio Pauliana*) and similar rights available in other jurisdictions to insolvency practitioners and insolvency office holders in bankruptcy proceedings or creditors;
 - c. claims based on tort (*onrechtmatige daad*);
 - d. sanctions and measures, including but not limited to those concerning export control, pursuant to European Union regulations, under the Dutch Sanctions Act 1977 (*Sanctiewet 1977*) or other legislation;
 - e. the Anti-Boycott Regulation, Anti Money Laundering Laws and related legislation;
 - f. any intervention, recovery or resolution measure by any regulatory or other authority or governmental body in relation to financial enterprises or their affiliated entities; and
 - g. the rules of force majeure (*niet toerekenbare tekortkoming*), reasonableness and fairness (*redelijkheid en billijkheid*), suspension (*opschorting*), dissolution (*ontbinding*), unforeseen circumstances (*onvoorziene omstandigheden*) and vitiated consent (i.e., duress (*bedreiging*), fraud (*bedrog*), abuse of circumstances (*misbruik van omstandigheden*) and error (*dwaling*)) or a difference of intention (*wil*) and declaration (*verklaring*).
- C. The term "non-assessable" has no equivalent in the Dutch language and for purposes of this opinion letter
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such term should be interpreted to mean that a holder of an Ordinary Share shall not by reason of merely being such a holder be subject to assessment or calls by the Company or its creditors for further payment on such Ordinary Share.

D. This opinion letter does not purport to express any opinion or view on the operational rules and procedures of any clearing or settlement system or agency.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving this consent we do not admit or imply that we are a person whose consent is required under Section 7 of the United States Securities Act of 1933, as amended, or any rules and regulations promulgated thereunder.

Sincerely yours,

/s/ NautaDutilh N.V.

NautaDutilh N.V.

EXHIBIT A

LIST OF DEFINITIONS

"Anti Money Laundering Laws"	The European Anti-Money Laundering Directives, as implemented in the Netherlands in the Money Laundering and Terrorist Financing Prevention Act (<i>Wet ter voorkoming van witwassen en financieren van terrorisme</i>) and the Dutch Criminal Code (<i>Wetboek van Strafrecht</i>).
"Anti-Boycott Regulation"	The Council Regulation (EC) No 2271/96 of 22 November 1996 on protecting against the effects of the extra-territorial application of legislation adopted by a third country, and actions based thereon or resulting therefrom.
"Articles of Association"	The Company's articles of association (<i>statuten</i>) as they read from time to time.
"Awards"	Rights to subscribe for Ordinary Shares granted pursuant to the terms and conditions of the Employee Stock Purchase Plan.
"Bankruptcy Code"	The Dutch Bankruptcy Code (<i>Faillissementswet</i>).
"Commercial Register"	The Dutch Commercial Register (<i>handelsregister</i>).
"Company"	NewAmsterdam Pharma Company N.V., a public company with limited liability (<i>naamloze vennootschap</i>), registered with the Commercial Register under number 86649051.
"Corporate Documents"	The Deed of Incorporation, the Deed of Conversion and the Current Articles.
"Current Articles"	The Articles of Association as contained in the Deed of Conversion.
"DCC"	The Dutch Civil Code (<i>Burgerlijk Wetboek</i>).
"Deed of Conversion"	The deed of conversion and amendment to the Articles of Association dated 21 November 2022.
"Deed of Incorporation"	The Company's deed of incorporation (<i>akte van oprichting</i>) dated 10 June 2022.
"eIDAS Regulation"	Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC.

"Employee Stock Purchase Plan Shares"	1,150,000 Ordinary Shares available for issuance under the Employee Stock Purchase Plan.
"Employee Stock Purchase Plan"	The 2026 employee stock purchase plan of the Company in the form attached as exhibit 99.1 to the Registration Statement.
"Insolvency Proceedings"	Any insolvency proceedings within the meaning of Regulation (EU) 2015/848 of the European Parliament and of the Council of 20 May 2015 on insolvency proceedings (recast), as amended by Regulation (EU) 2021/2260 of the European Parliament and of the Council of 15 December 2021, listed in Annex A thereto and any statutory proceedings for the restructuring of debts (<i>akkoordprocedure</i>) pursuant to the Bankruptcy Code.
"NautaDutilh"	NautaDutilh N.V.
"Ordinary Shares"	Ordinary shares in the Company's capital, with a nominal value of EUR 0.12 each.
"PRIIPs Regulation"	Regulation (EU) No 1286/2014 on key information documents for packaged retail and insurance-based investment products (PRIIPs).
"Prospectus Regulation"	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.
"Registration Statement"	The Company's registration statement on Form S-8 filed or to be filed with the SEC in the form reviewed by us.
"Relevant Moment"	Each time when one or more Awards are granted or one or more Employee Stock Purchase Plan Shares are issued pursuant to the exercise or settlement of the relevant Award(s).
"SEC"	The United States Securities and Exchange Commission.
"the Netherlands"	The European territory of the Kingdom of the Netherlands and " Dutch " is in or from the Netherlands.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 18, 2026, relating to the financial statements of NewAmsterdam Pharma Company N.V. and the effectiveness of NewAmsterdam Pharma Company N.V.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of NewAmsterdam Pharma Company N.V. for the year ended December 31, 2025.

/s/ Deloitte Accountants B.V.

Eindhoven, The Netherlands

June 5, 2026

26064B8749/MX/1

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

NewAmsterdam Pharma Company N.V.
(Exact Name of Registrant as Specified in its Charter)

Table 1 - Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, nominal value €0.12 per share, to be issued under the ESPP	Rules 457(c) and 457(h)	1,150,000 ⁽²⁾	\$26.76 ⁽³⁾	\$30,774,000	0.0001381	\$4,249.89
Total Offering Amounts					\$30,774,000		\$4,249.89
Total Fee Offsets							\$0
Net Fee Due							\$4,249.89

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall be deemed to cover any additional ordinary shares in the share capital of NewAmsterdam Pharma Company N.V. (the “Company”), nominal value of €0.12 per share (the “Ordinary Shares”), that may become issuable under the NewAmsterdam Pharma Company N.V. 2026 Employee Stock Purchase Plan (the “ESPP”) from time to time by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Company’s Ordinary Shares.
- (2) Represents Ordinary Shares reserved for issuance under ESPP and registered hereby.
- (3) Estimated in accordance with Rule 457(c) and (h) under the Securities Act. The proposed maximum offering price per share and maximum aggregate offering price are calculated based on \$31.48, the average of the high and low sale prices of the Company’s Ordinary Shares as reported on the Nasdaq Global Select Market on June 2, 2026. Pursuant to the ESPP, the purchase price of the Ordinary Shares reserved for issuance thereunder will be 85% of the lower of the fair market value of the Ordinary Shares on (i) the first day of the applicable offering period and (ii) the exercise date.

