

# **Cogent Biosciences, Inc.**

## **Compensation Committee Charter**

### **I. General Statement of Purpose**

The Compensation Committee of the Board of Directors (the “Compensation Committee”) of Cogent Biosciences, Inc. (the “Company”), on behalf of the Board of Directors (the “Board”), discharges the Board’s responsibilities relating to compensation of the Company’s directors and executives, oversees the Company’s overall compensation structure, policies and programs, reviews the Company’s processes and procedures for the consideration and determination of director and executive compensation, and is responsible for producing a report for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, in accordance with applicable rules and regulations. The primary objective of the Compensation Committee is to develop and implement compensation policies and plans that promote the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company’s stockholders.

### **II. Compensation Committee Composition**

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the Listing Rules of the Nasdaq Stock Market (the “Nasdaq Rules”), subject to any applicable exceptions contained in the Nasdaq Rules. In determining the members of the Compensation Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The members of the Compensation Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compensation Committee to serve as Chair of the Compensation Committee.

### **III. Meetings**

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities, which meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent in accordance with the Company’s bylaws. The Chair of the Compensation Committee, in consultation with the other members and management, may set meeting agendas consistent with this Charter.

### **IV. Compensation Committee Activities**

The Compensation Committee’s purpose and responsibilities shall be to:

**A. Review of Charter**

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

**B. Processes and Procedures for Considering and Determining Director and Executive Compensation**

- Oversee the Company's overall compensation philosophy, policies and programs, and assess whether the Company's compensation philosophy establishes appropriate incentives for management and employees.
- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Compensation Committee deems advisable with regard to) the Company's processes and procedures for the consideration and determination of director and executive compensation, and review and discuss with management any description of such processes and procedures to be included in the Company's proxy statement.

**C. Compensation Committee Report**

- Review and discuss with management any Compensation Discussion and Analysis ("CD&A") and related disclosures that the Securities and Exchange Commission ("SEC") rules require to be included in the Company's proxy statement or annual report on Form 10-K.
- Based on the Compensation Committee's review and discussions with management of the CD&A, make a recommendation to the Board that the CD&A, if and when required, be included in the Company's proxy statement or annual report on Form 10-K.
- Oversee preparation of the Compensation Committee Report, if and when required to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the applicable rules and regulations of the SEC, any securities exchange on which the Company's securities are traded, and any other rules and regulations applicable to the Company.

**D. Performance Evaluation of the Compensation Committee**

- Perform annual performance evaluations of the Compensation Committee and report to the Board on the results of such evaluation.

**E. Incentive-Based and Equity-Based Compensation Plans**

- Administer and make recommendations to the Board with respect to the Company's incentive-based compensation plans and equity-based compensation plans that are subject to Board approval.

- Review and approve grants and awards under incentive-based compensation plans and equity-based plans, in each case consistent with the terms of such plans.
- Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to policies and procedures for the grant of equity-based awards by the Company.

**F. Matters Related to Compensation of the Company's Chief Executive Officer**

- Annually, review and make such decisions, or make such recommendations to the Board, as the Compensation Committee deems advisable with regards to the corporate goals and objectives that may be relevant to the compensation of the Company's Chief Executive Officer ("CEO").
- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and make such decisions, or make such recommendations to the Board, as the Compensation Committee deems advisable with regards to the CEO's compensation based on such evaluation.
- The CEO may not be present during voting or deliberations concerning his or her compensation.

**G. Matters Related to Compensation of the Officers Other Than the Chief Executive Officer**

- Review and make such decisions as the Compensation Committee deems advisable with regard to the compensation for all Officers of the Company other than the CEO; for purposes hereof the term "Officer" shall mean (i) any officer at C-level, (ii) any "officer" as defined in Section 16 of the Exchange Act and Rule 16a-1 promulgated thereunder, (iii) any "executive officer" as defined in Rule 3b-7 under the Exchange Act or (iv) any other direct report of the CEO that is at the Vice President level or above.

**H. Matters Related to Compensation of the Company's Directors**

- At least annually, review the form and amount of compensation of non-employee directors for service on the Board and its committees and make such recommendations to the Board as the Compensation Committee deems advisable with regard to such compensation, including with respect to any equity-based plans.

**V. Additional Compensation Committee Authority**

The Compensation Committee is authorized, on behalf of the Board, to do any of the following, as the Compensation Committee deems necessary or appropriate in its sole discretion:

**A. Matters Related to Compensation of the Company's Other Employees**

- Review and approve a matrix for salary, bonus and equity award levels for compensation for employees of the Company who are not Officers as well as any exceptions to this matrix.

**B. Matters Related to Compensation Consulting Firms or Other Outside Advisors**

- Retain or obtain the advice of compensation consultants, legal counsel and/or other advisers; provided that:
- The Compensation Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Compensation Committee and the Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel or other adviser; and
- Before any compensation consultant, legal counsel or other adviser (other than (1) in-house legal counsel or (2) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser does not provide advice) is selected by, or provides advice to, the Compensation Committee, the Compensation Committee shall assess the independence of such compensation consultant, legal counsel or other adviser, taking into consideration the following factors:
  - The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
  - The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
  - The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
  - Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
  - Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
  - Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

- At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.
- Prohibit the Company from engaging a compensation consultant engaged by the Compensation Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the approval of the Compensation Committee.

**C. Succession Planning**

- Review and discuss with the Board corporate succession plans for the CEO and other key officers of the Company.

**D. Risk Oversight**

- Oversee the assessment and management of the risks related to the Company's compensation policies and programs applicable to officers and employees, and review the results of this assessment.

**E. Employee Benefit Plans**

- Review and approve all employee benefit plans for the Company (including the Company's 401(k) Plan), which includes the ability to adopt, amend and terminate such plans.

**F. Clawback policy**

- Oversee the administration of the Company's clawback policy, if any, and review and approve, or recommend to the Board, changes in any such policy from time to time as appropriate.

**VI. General**

- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee's responsibility.
- In carrying out its responsibilities, the Compensation Committee shall 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 Compensation Committee may consult. The Compensation Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Compensation Committee or meet with any members of or advisors to

the Compensation Committee.

- The Compensation Committee may perform such other functions as may be requested by the Board from time to time.

\* \* \* \* \*

Last amended April 27, 2023.