

## **CRINETICS PHARMACEUTICALS, INC.**

### **COMPENSATION COMMITTEE CHARTER**

#### **I. Purpose**

The general purpose of the Compensation Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) of Crinetics Pharmaceuticals, Inc. (the “**Company**”) in the exercise of its fiduciary responsibility in overseeing the compensation of the Company’s Executive Officers and directors, and to provide oversight assistance to the Board for the management of risks in connection with the Company’s executive compensation plans and arrangements. As used herein, the term “Executive Officer” means those officers covered in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

#### **II. Composition**

The Committee must consist of at least two directors, each of whom must satisfy the applicable independence requirements of the Nasdaq Stock Market LLC (“**Nasdaq**”), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws. In addition, the Board may also require members of the Committee to satisfy the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Exchange Act. Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

Committee members shall be appointed by the Board in accordance with the bylaws of the Company and shall serve at the discretion of the Board. Committee members may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

#### **III. Meetings, Procedures and Authority**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee. The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under applicable Nasdaq rules, including the factors specified in Nasdaq Listing Rule 5605(d)(3), or any successor provision. However, nothing in this provision requires that any advisers be independent, and the Committee need not conduct this independence assessment with respect to: (a) in-house legal counsel, or (b) any adviser whose role is limited to (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 adviser and about which the adviser does not provide advice. The Committee shall assess, no less frequently than

annually, the nature of any conflicts of interest raised by the work of any compensation consultant retained by the Committee who had any role in determining or recommending the amount or form of compensation of the Executive Officers and/or directors during the applicable fiscal year.

The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. Duties and Responsibilities**

1. *CEO Compensation.* The Committee shall, no less frequently than annually, review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee shall evaluate the Chief Executive Officer's performance in light of these goals and objectives no less frequently than annually and, based upon this evaluation, shall review and approve, or make recommendations to the Board for approval regarding, the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Other Executive Officer Compensation.* The Committee shall, no less frequently than annually, review and approve, or make recommendations to the Board for approval regarding, the compensation of the Executive Officers other than the Chief Executive Officer and in connection with such review will oversee the evaluation of the Executive Officers.

3. *Director Compensation.* The Committee shall, no less frequently than annually, review and make recommendations to the Board for approval regarding director compensation.

4. *Employment Agreements.* The Committee shall review and approve, or make recommendations to the Board for approval, with respect to any Executive Officer, any employment agreement, separation arrangement, change in control agreement, severance protection plan, change in control provision affecting any element of compensation and benefits and other compensatory agreements or plans, including any supplemental retirement benefits and the perquisites provided during and after employment.

5. *Incentive and Equity Compensation.* The Committee shall review and approve, or make recommendations to the Board for approval regarding, the Company's incentive compensation and equity-based plans, s, including the authority to administer any such plans (provided that the Committee's general oversight shall not include service as the plan administrator or involve the general administration of any plan subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA)).

6. *Compensation Discussion and Analysis.* To the extent that the Company is required by the applicable rules and regulations of the Securities and Exchange Commission (“**SEC**”) to include a “Compensation Discussion and Analysis” (“**CD&A**”) in the Company’s Annual Report on Form 10-K or annual proxy statement, as applicable, the Committee shall review and discuss with management the Company’s CD&A and shall make recommendations to the Board for approval of the inclusion of the Company’s CD&A in the appropriate filing.

7. *Compensation Committee Report.* The Committee shall prepare and approve for inclusion in the Company’s Annual Report on Form 10-K or annual proxy statement, as applicable, the annual Compensation Committee Report, to the extent it is required by the applicable rules and regulations of the SEC.

8. *Clawback Policy.* The Committee shall establish, review and oversee the Company’s compensation clawback or similar policies, including a clawback policy that complies with the applicable rules and regulations of the SEC and the applicable Nasdaq rules.

9. *Succession Planning.* The Committee shall periodically, in consultation with the Chief Executive Officer, review the Company’s succession plans with respect to the Chief Executive Officer and, in the Committee’s discretion, additional senior management positions. The review shall include an examination of potential permanent and interim candidates for the Chief Executive Officer and other senior management positions, as necessary or appropriate. The Committee shall approve and maintain a process regarding Chief Executive Officer succession in the event of an emergency or the retirement or other temporary or permanent absence of the Chief Executive Officer.

10. *Risk Assessment.* In order to assess and manage risks in connection with the Company’s executive compensation plans and arrangements, the Committee will periodically review the relationship between the incentives associated with such plans and arrangements and the level of risk-taking by Executive Officers in response to such incentives.

11. *Reports to the Board of Directors.* The Committee shall report regularly to the Board regarding the activities of the Committee.

12. *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of the performance of the Committee.

13. *Review of this Charter.* The Committee shall annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee also has the authority to authorize an officer or employee of the Company to grant equity awards to officers (other than Executive Officers) and employees, in a manner that is in accordance with applicable law.