

**CHARTER FOR THE
COMPENSATION & TALENT COMMITTEE
OF THE BOARD OF DIRECTORS
OF
CYTOKINETICS, INCORPORATED**

I. PURPOSE:

The purpose of the Compensation & Talent Committee (the “Committee”) of the Board of Directors (the “Board”) of Cytokinetics, Incorporated (the “Company”) shall be to:

- (a) oversee and administer the Board’s responsibilities to make sure that processes and programs are in place to appropriately attract, motivate, reward and retain top talent to the Company’s executive officer ranks. The Committee has overall responsibility for approving and evaluating the executive officer compensation plans, policies and programs of the Company;
- (b) administer the Company’s stock option plans, stock purchase plans, restricted stock plans and any other equity incentive plans adopted by the Company; and
- (c) provide disinterested administration of any employee benefit plans in which executive officers of the Company are eligible to participate.

The Committee is also responsible for completing an annual report on the compensation of the named executive officers for inclusion in the Company’s proxy statement and reviewing and discussing with management the Company’s disclosures contained under the caption “Compensation Discussion and Analysis” for use in any of the Company’s annual reports on Form 10-K, registration statements, proxy statements or information statements. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The approval of this charter of the Committee by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

In addition, the Committee will undertake those specific responsibilities listed below and such other duties or responsibilities as the Board may from time to time prescribe.

II. COMMITTEE MEMBERSHIP AND ORGANIZATION:

The Committee will be appointed by and will serve at the discretion of the Board. The Committee shall consist of no fewer than two members of the Board. The members of the Committee shall meet the independence requirements under the Nasdaq Listing Rules applicable to compensation committee members, as in effect from time to time, when and as required under the Nasdaq Listing Rules, including any exceptions permitted by these requirements, as determined by the Board of Directors. Additionally, at least two members of the Committee must satisfy the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended. The Committee’s chair (the “Chair”) shall be appointed by the Board on the

recommendation of the Nominating and Governance Committee of the Board (the “Nominating and Governance Committee”).

III. COMMITTEE RESPONSIBILITIES AND AUTHORITY:

- The Committee shall annually review and approve for the Company’s Chief Executive Officer and the Section 16 executive officers of the Company (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, and (e) any other benefits, compensation or arrangements. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.
- The Committee may make recommendations to the Board with respect to incentive compensation plans, including reservation of shares for issuance under employee benefit plans.
- The Committee shall administer all Board and/or stockholder-approved incentive compensation, equity-based and other benefit plans that may be adopted by the Company from time to time, with such authority and powers as are set forth in the applicable plan documents, in each case subject to applicable policies adopted by the Board.
- The Committee may review and approve, or recommend to the full Board, all equity-based awards, including pursuant to the Company’s equity-based plans, subject to the ability of the Committee to delegate authority pursuant to this charter.
- The Committee, in consultation with outside consultants, shall review and recommend annually to the Board for its approval the compensation, including cash, equity or other compensation, for members of the Board for their service as (a) a member of the Board, (b) a member of any committee of the Board, (c) a chair of any committee of the Board and (d) the chairman of the Board. The Committee will consider the Nominating and Governance Committee’s periodic review of the effectiveness of the operation of the Board and its committees in connection with the Committee’s review and recommendations with respect to the Company’s directors’ compensation.
- The Committee shall annually review the performance of the Company’s Chief Executive Officer.
- The Committee may make recommendations to the Board on the Company’s executive compensation practices and policies, including the evaluation of performance by the Company’s executive officers.
- The Committee will evaluate issues of executive officer succession.
- Review the Company’s human capital management strategy, objectives, policies and practices, including in the areas of compensation, benefits, management and leadership

development, and human resource planning, and advise and make recommendations to the full Board as appropriate.

- Oversee matters arising from allegations of employee misconduct of material importance to the Company's operations, including (i) any allegations of serious misconduct involving executive officers of the Company, (ii) patterns or trends in employment-related claims or settlements that present material reputational or financial risk to the Company, and (iii) investigations into such matters; provided, however, that day-to-day management of all human resources matters shall remain the responsibility of management. "Hotline" calls relating to such employment-related misconduct matters shall be directed to this Committee (financial reporting-related "hotline" calls are within the purview of the Audit Committee; non-financial compliance-related "hotline" calls are within the purview of the Risk and Compliance Committee).
- Review provisions and violations of the Code of Ethics and Business Conduct for matters covered by this Charter.
- The Committee shall review and consider the results of the Company's most recent stockholder advisory vote on executive compensation to the extent required by SEC Rules.
- The Committee shall review rewards and development plans for non-officer key contributors on a periodic basis.
- The Committee shall assess, at least annually, whether the risks arising from the Company's compensation policies and practices for its employees, including any incentive compensation plans, are reasonably likely to have a material adverse effect on the Company.
- The Committee may review the Company's compliance with employee benefit plans.
- The Committee shall establish and oversee the Company's compensation clawback or similar policies, including a clawback policy that complies with the requirements of the Securities and Exchange Commission and the Nasdaq listing standards.
- Except to the extent inconsistent with any laws and rules applicable to the Company, including the Nasdaq listing standards, any responsibility or authority of the Committee under this Charter may be delegated as appropriate by the Committee, including to the Chair of the Committee or to a subcommittee or a committee composed of one or more Board or Committee members and/or one or more officers of the Company.
- The Committee shall make regular reports to the Board.
- The Committee shall review and reassess the adequacy of this charter of the Committee annually and recommend any proposed changes to the Nominating and Governance Committee for recommendation to the Board of Directors for consideration and approval.

- The Committee shall have authority, in its sole discretion, to retain, terminate or obtain advice and assistance from internal or external legal, accounting, compensation or other advisors it deems necessary or appropriate in carrying out its duties, but only after taking into consideration the factors specified in Nasdaq Listing Rule 5605(d)(3), or any successor provision. However, nothing in this provision requires that any advisors be independent, and the Committee need not conduct this independence assessment with respect to: (a) in-house legal counsel, or (b) any advisor 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 advisor and about which the advisor does not provide advice. The Committee shall have authority to determine appropriate compensation for any such advisors retained by the Committee, which reasonable compensation shall be funded by the Company.
- The Committee shall assess at least annually whether the work of compensation consultants involved in determining or recommending executive or director compensation (whether retained by the Committee or management) has raised any conflict of interest.

IV. COMMITTEE MEMBER COMPENSATION:

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers, per meeting fees and fees for service as Chair of the Committee. Fees may be paid in such form of consideration as is determined by the Board.

Except as permitted under applicable laws and the rules and regulations of the Securities and Exchange Commission and the Nasdaq Listing Rules, members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof or as chairman of the Board or chair of any committee of the Board.

V. DELEGATION OF AUTHORITY:

The Committee may delegate its authority in connection to matters that fall within its purview to member(s) of the Committee or subcommittees formed by the Committee.

Approved June 16, 2026