

**CHARTER OF THE
RISK AND COMPLIANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF
CYTOKINETICS, INCORPORATED**

I. PURPOSE:

This Charter (“Charter”) governs the operations of the Risk and Compliance Committee (the “Committee”) of the Board of Directors (the “Board”) of Cytokinetics, Incorporated (the “Company”). The purpose of the Committee shall be to advise and assist the Board in overseeing management’s responsibilities to (1) assess, manage, and mitigate risks associated with the Company’s business and operations, except those matters within the purview of the Audit Committee, the Compensation and Talent Committee, the Nominating and Governance Committee or the Science and Technology Committee (see attached chart) and (2) maintain effective compliance and quality programs. The Committee shall have the authority to undertake the specific duties and responsibilities described below and the authority to undertake such other duties as are assigned by law, the Company’s certificate of incorporation or bylaws, or by the Board.

The Committee shall be informed by and receive periodic reports from the Company’s management-level Compliance-Risk Oversight Committee (the “CROC”) and its subcommittees, which serve as the internal governance structure responsible for day-to-day oversight of risks and compliance activities connected with the Company’s operations, including but not limited to healthcare and regulatory compliance (“Compliance”) and GMP (Good Manufacturing Practices), GCP (Good Clinical Practices), GLP (Good Laboratory Practices), GPvP (Good Pharmacovigilance Practices) (collectively, “GxP Quality”) functions.

II. MEMBERSHIP:

The Committee will be appointed by, and will serve at the discretion, of the Board. The Committee shall consist of no fewer than two non-employee members of the Board. Members of the Committee shall, in the judgment of the Board, have relevant experience in the management of risks arising from biopharmaceutical business operations, Compliance, or GxP Quality. The members of the Committee shall be elected by the Board to serve until their successors shall be duly elected and qualified or until their earlier resignation. The Committee’s chair (the “Chair”) shall be appointed by the Board on the recommendation of the Nominating and Governance Committee. A member of the Audit Committee shall serve on the Committee.

III. RESPONSIBILITIES:

The responsibilities of the Committee shall include:

A. Risk Management

- Providing oversight and review of the Company’s overall risk management framework and infrastructure designed to identify, assess, manage, and mitigate the Company’s material business risks, including the use of insurance for such purpose. For the avoidance of doubt, the Committee’s oversight of the risk management framework relates to the

Company's internal C-ROC framework; oversight and review of the Company's enterprise risk management ("ERM") processes and program, including the ERM 'heat map' aimed at the identification of macro-level and extrinsic business risks, shall remain within the purview of the Audit Committee.

- Oversee management's identification, assessment, and management of the Company's business and operational risks not specifically allocated to the Board or another committee of the Board, and obtain periodic reports on such matters from the Company's CROC body.
- Oversee the Company's information technology systems, cybersecurity protections, and artificial intelligence governance, including reviewing and discussing with management major programs and initiatives, the Company's cybersecurity posture and risk management strategies, the Company's overall approach to the adoption and use of artificial intelligence, and any material cybersecurity risks and incidents; provided that (i) financial-reporting-related applications of information technology, cybersecurity and artificial intelligence shall remain within the purview of the Audit Committee, and (ii) applications of artificial intelligence relating to discovery and clinical development shall remain within the purview of the Science and Technology Committee.
- Perform such other functions and have such other powers as may be necessary or convenient for efficient discharge of its duties.

B. Compliance & GxP Quality

- Receive reports from the Company's C-ROC body concerning proper functioning of the Company's various Compliance and GxP Quality programs, including the systems and processes designed to identify and assess the Company's principal Compliance and GxP Quality risks and the steps taken to promote a culture of ethics and integrity.
- Periodically review the Company's Code of Ethics and Business Conduct (the "Code") and other significant compliance policies and procedures that guide the Company and its personnel in day-to-day operations, as well as actions management has taken to train Company personnel on the Company's Code and compliance policies and to promote and enforce such standards through incentive and disciplinary actions; provided, however, that oversight of securities compliance matters overseen by the Securities Compliance C-ROC subcommittee and other financially-oriented matters under the Code, including related-party transactions, shall remain within the purview of the Audit Committee. For the avoidance of doubt, primary responsibility for periodic review and oversight of the general (non-financial) provisions of the Code rests with this Committee.
- Oversee the Company's "whistleblower" reporting program and review Code violations and "hotline" calls (other than those relating to financial reporting, financial audit matters and internal controls over financial reporting, which is the purview of the Audit Committee, and other than "hotline" calls relating to serious employment-related misconduct involving executive officers, which are within the purview of the Compensation and Talent Committee).

- Oversee management's exercise of its responsibility to appropriately manage investigations of alleged misconduct from internal, third-party or governmental entities and the implementation of appropriate corrective and preventive actions relating thereto, if any; provided, however, that the foregoing oversight responsibility shall be limited to investigations of a regulatory, governmental, or operational compliance nature (including, without limitation, investigations arising from or involving government agencies such as the DOJ, FDA, or OIG); investigations touching on financial reporting or financial malfeasance, including but not limited to SEC investigations, shall be within the purview of the Audit Committee; and investigations involving allegations of serious employment-related misconduct (including sexual harassment or discrimination) with respect to executive officers of the Company shall be within the purview of the Compensation and Talent Committee.
- Assess management's implementation of policies and programs to comply with laws and regulations applicable to its science, medicine, marketing or commercial operations, including patient assistance programs and co-pay foundations.
- Review the Company's incentive compensation framework and its use in the context of pharmaceutical sales, including any material changes to that framework, recognizing that primary responsibility for the design and administration of the Company's incentive compensation arrangements rests with the Compensation and Talent Committee.
- Periodically review the mechanisms for direct access of the Company's senior Compliance and GxP Quality staff to senior management and the board, as well as the allocation of sufficient funding, resources and staff for the Compliance and GxP Quality teams to fully perform their responsibilities.

IV. MEETINGS:

The Committee shall hold at least four regularly scheduled meetings each year and may meet on an ad hoc basis from time to time as required, coincident with regularly scheduled Board meetings and more frequently as circumstances require. To foster open communication, the Committee may meet with any member of Company management separately. The Committee shall meet periodically with the Chief Compliance Officer in a separate executive session to discuss such matters which the Committee members believe should be considered privately.

In discharging its responsibilities, the Committee shall have sole authority to, as it deems appropriate, select, retain and/or replace outside legal or other advisors to provide independent advice to the Committee and to determine appropriate funding for such advisors.

V. MINUTES:

The Committee will maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board. Minutes of each meeting of the Committee shall be distributed to each member of the Committee. The Secretary of the Company shall retain the original signed minutes for filing with the corporate records of the Company.

VI. REPORTS AND ANNUAL REVIEW:

The Chair of the Committee will make regular reports to the Board of actions taken at its regular and/or special meetings following meetings of the Committee, and as otherwise requested by the Chairman of the Board.

The Committee shall annually review its own charter and recommend any proposed changes to the Nominating and Governance Committee for recommendation to the Board for approval and shall annually review and evaluate its performance and effectiveness.

VII. 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.

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.

VIII. DELEGATION FROM BOARD AND POWERS:

The approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein. The Committee will have such powers as may be necessary or appropriate in the efficient and lawful discharge of its duties.

IX. 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