

**CHARTER FOR THE  
TRANSACTIONS COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
CYTOKINETICS, INCORPORATED**

**I. PURPOSE:**

The purpose of the Transactions Committee (the “**Transactions Committee**”) of the Board of Directors (the “**Board of Directors**”) of Cytokinetics, Incorporated (the “**Company**”) is: (i) to review, evaluate, and assess the advisability of the Company’s entry into business transactions that are material or otherwise significant to the Company or its stockholders, including material asset and business acquisitions and divestitures, debt and equity financing transactions, material licensing transactions involving the Company’s or any third party’s intellectual property, business collaborations, joint ventures, partnerships, and any other transactions being proposed or evaluated by management and/or third parties, including public tender offers, mergers & acquisitions, and other transactions that, if consummated, would result in a change in control of the Company (each of the foregoing, a “**Business Transaction**”), and (ii) to oversee certain corporate finance matters for the Company and its subsidiaries.

**II. MEMBERSHIP:**

The Transactions Committee should be composed of at least two directors of the Company who are independent as determined in accordance with the Nasdaq Listing Rules and up to one non-independent director under the “exceptional and limited circumstances” exception of the Nasdaq Listing Rules. The members of the Transactions Committee will be appointed by the members of the Board of Directors on the recommendation of the Nominating and Governance Committee, and the members of the Committee will serve at the discretion of the Board of Directors. The Transactions Committee’s chair (the “**Chair**”) shall be appointed by the Board of Directors on the recommendation of the Nominating and Governance Committee.

**III. RESPONSIBILITIES:**

The Transactions Committee is responsible for working with the Company's senior management to evaluate, investigate, and make recommendations to the Board of Directors and the Company’s senior management regarding Business Transactions and corporate finance matters relating to the Company and its subsidiaries. These matters may include:

- Reviewing and making recommendations to the Board of Directors and senior management regarding Business Transactions, including the strategic rationale for such transactions and the terms and conditions thereof;
- Evaluating the Company’s intrinsic valuation, including the financial projections, methodology and assumptions underlying any valuation or projection;

- Reviewing and evaluating and, if appropriate, making recommendations to Board of Directors on any matters related to stockholder protection and takeover preparedness;
- Reviewing and making recommendations to the Board of Directors regarding the Company's incurrence or refinancing of debt, including debt and quasi-debt securities;
- Reviewing and making recommendations to the Board of Directors regarding the issuance or amendment of equity securities of the Company;
- Reviewing and making recommendations to the Board of Directors regarding the repurchase of equity or debt securities of the Company;
- Reviewing and making recommendations to the Board of Directors regarding the selection and evaluation of financial advisors, investment banks, and underwriters of the Company;
- Reviewing and making recommendations to the Board of Directors regarding the Company's dividend policy; and
- Reviewing and providing advice regarding the Company's short-term and long-term financing plans.

#### **IV. MEETINGS:**

The Transactions Committee will meet quarterly or as otherwise needed by the Company, but it shall hold no fewer than four meetings per calendar year. The Transactions Committee may invite other members of the Board of Directors, members of the Company's senior management, and internal or external legal, accounting, investment, investment banks, and/or financial or other advisors to attend meetings of the Transactions Committee. The Transactions Committee may also meet in closed 'executive session' at the request of any member of the Transactions Committee.

#### **V. OUTSIDE ADVISORS:**

The Transactions Committee shall have authority to obtain advice and assistance from internal or external legal, accounting, investment banks, and/or financial or other advisors, including the authority to approve the fees payable to such advisors, consultants and/or counsel. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any legal, accounting, investment banks, and/or financial or other advisors retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

#### **VI. MINUTES:**

The Transactions Committee will maintain written minutes of its meetings, which will be maintained by the Secretary and/or Assistant Secretary of the Company.

## **VII. REPORTS:**

The Transactions Committee shall regularly report to the Board of Directors on actions taken at its regular and/or special meetings.

## **VIII. COMPENSATION:**

Members of the Transactions Committee shall receive such fees, if any, for their service as Transactions Committee members as may be determined by the Board of Directors in its sole discretion. Such fees may include retainers, per-meeting fees, and fees for service as Chair of the Transactions Committee. Fees may be paid in such form of consideration as is determined by the Board of Directors. Except as permitted under the Nasdaq Listing Rules, the applicable laws, and the rules and regulations promulgated by the SEC, members of the Transactions Committee may not receive any compensation from the Company except the fees that they receive for service as members of the Board of Directors or any committee thereof or as chairman of the Board of Directors or Chair of any committee of the Board of Directors.

## **IX. DELEGATION OF AUTHORITY:**

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

Approved November 13, 2024