

**CHARTER FOR THE  
SCIENCE & TECHNOLOGY COMMITTEE  
OF  
THE BOARD OF DIRECTORS  
OF  
CYTOKINETICS INCORPORATED**

**PURPOSE:**

The purpose of the Science & Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of Cytokinetics, Incorporated (the “Company”) shall be to advise and assist the Board relating to oversight of the Company’s investments and priorities in research, development and technology programs. In addition, the Committee will undertake those specific responsibilities listed below and such other duties or responsibilities as the Board of Directors may from time to time prescribe.

**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 Board members.

**RESPONSIBILITIES:**

In the discharge of its responsibilities the Committee will:

- Review and advise management and the Board on the overall strategic direction and investment in the company’s research, development and technology programs;
- Provide guidance to management and the Board on emerging trends in healthcare, discovery research and development;
- Regularly review research and development programs and progress against goals;
- Assess the capabilities of key scientific and medical personnel and the depth and breadth of the scientific resources available to the company;
- Review and advise on regulatory strategy;
- Form and delegate authority to subcommittees when appropriate;
- Review and reassess the adequacy of this Charter from time to time and recommend any proposed changes to the Board for approval.

**MEETINGS:**

The Committee will meet from time to time as required, coincident with regularly scheduled Board meeting and more frequently as circumstances require.

**MINUTES:**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

**REPORTS:**

The Committee shall make regular reports to the Board of Directors of actions taken at its regular and/or special meetings

**COMMITTEE MEMBER COMPENSATION:**

Members of the Committee shall receive such fees, if any, for their service as Science & Technology 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 Science & Technology Committee. Fees may be paid in such form of consideration as is determined by the Board of Directors.

**DELEGATION:**

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.

Approved February 9, 2017