

CHARTER FOR THE
COMPLIANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF
CYTOKINETICS, INCORPORATED

I. PURPOSE:

This Charter (“Charter”) governs the operations of the 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 the Company’s activities in the area of compliance and the identification and evaluation of the Company’s principal legal [and regulatory] compliance risks (the “Compliance Program”) except those matters set forth in the Audit Committee charter, including matters relating to financial reporting, financial audit matters and internal controls over financial reporting and good manufacturing practices and 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.

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. 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 Committee shall oversee the Company’s activities in the area of compliance (“Compliance Program”) that may impact the Company’s business operations or public image, in light of the applicable legal and regulatory requirements, government and industry standards, as well as business trends and public policy considerations.

The Committee shall assess management’s implementation of the Compliance Program elements, including review of:

- The Chief Compliance Officer’s direct access to senior management and the allocation of sufficient funding, resources and staff to fully perform his or her responsibilities;
- The Company’s Code of Ethics and Business Conduct and written compliance policies and procedures that guide the Company and its personnel in day-to-day operations;
- Applicable laws and regulations applicable to its science, medicine or commercial operations, including, without limitation, the implementation of the good manufacturing practices and programs, but not the implementation of the clinical quality assurance and good laboratory practices and programs which areas have been delegated to the Audit Committee for assessment;
- The compliance education and training of all affected Company personnel and agents;

- Appropriate mechanisms for Company personnel to seek guidance and to report compliance concerns without fear of retaliation, including relevant “whistleblower” reporting and non-retaliation policies;
- The systems and processes designed to identify and assess the Company’s principal legal and regulatory compliance risks;
- The processes by which the Company makes charitable contributions;
- Monitoring and auditing of the Company’s systems, processes and transactions relating to legal and regulatory risks within the scope of the Committee’s assigned responsibilities;
- Investigations of alleged compliance misconduct and the implementation of appropriate corrective and preventive actions relating thereto;
- The promotion and enforcement of standards through incentive and disciplinary actions; and
- The steps taken to promote a culture of ethics and integrity across the Company.

The Committee will also review “hotline” calls not relating to financial reporting, financial audit matters and internal controls over financial reporting which calls have been delegated to the Audit Committee for review.

The Chief Compliance Officer will report to the Committee any information suggesting significant non-compliance that could affect the Compliance Program or the Company. Any information suggesting significant non-compliance involving any of the Company’s officers shall be reported to the Chair of the Compliance Committee immediately. The Committee may require management to conduct audits on compliance, regulatory and/or legal concerns and, where appropriate, direct management to provide the results of such audits to the Committee directly. The Committee may request and meet privately with any member of the Company’s senior management team or any other Company employee. The Committee will also review the appointment, compensation, performance and replacement, as necessary, of the Company’s Chief Compliance Officer. The Committee will perform such other functions and have such other powers as may be necessary or convenient for efficient discharge of its duties.

IV. MEETINGS:

The Committee will meet from time to time as required, coincident with regularly scheduled Board meetings and more frequently as circumstances require. The Committee shall hold at least two regularly scheduled meetings each year. To foster open communication, the Committee shall meet with the Chief Compliance Officer separately or with other executives and, at the discretion of the Chair, the Company’s management and staff. 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 May 13, 2021