

**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 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 members of the Board. The Committee’s chair (the “Chair”) shall be appointed by the Board on the recommendation of the Nominating and Governance Committee.

**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; and
- Review and reassess the adequacy of this charter of the Committee 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 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 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.

**DELEGATION FROM 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.

**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 February 12, 2020