

# MONTE ROSA THERAPEUTICS, INC.

## Compensation, Nomination and Corporate Governance Committee Charter

### **I. General Statement of Purpose**

The Compensation, Nomination and Corporate Governance Committee of the Board of Directors (the “Compensation and Nomination Committee”) of Monte Rosa Therapeutics, Inc. (the “Company”) on behalf of the Board of Directors (the “Board”), discharges the Board’s responsibilities relating to compensation of the Company’s directors and executive officers, oversees the Company’s overall compensation structure, policies and programs, reviews the Company’s processes and procedures for the consideration and determination of director and executive officer compensation, and is responsible for producing a report for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, in accordance with applicable rules and regulations. A primary objective of the Compensation and Nomination Committee is to develop and implement compensation policies and plans that are appropriate for the Company in light of all relevant circumstances and which provide incentives that further the Company’s long-term strategic plan and are consistent with the culture of the Company and the overall goal of enhancing stockholder value. The Compensation and Nomination Committee is also responsible for identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending that the Board select the director nominees for election at each annual meeting of stockholders. In addition, the Compensation and Nomination Committee is responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, periodically reviewing such guidelines and recommending any changes thereto, and overseeing the evaluation of the Board and management.

### **II. Compensation and Nomination Committee Composition**

The number of individuals serving on the Compensation and Nomination Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the Nasdaq Stock Market Rules, subject to any applicable exceptions in the Nasdaq Stock Market Rules. In determining the members of the Compensation and Nomination Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The Board shall appoint the members of the Compensation and Nomination Committee annually and may replace or remove them at any time, with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation and Nomination Committee. Vacancies, for whatever reason, may be filled only by the Board. The Board shall designate one member of the Compensation and Nomination Committee to serve as chair of the Compensation and Nomination Committee (the “Chair”).

### **III. Meetings**

The Compensation and Nomination Committee shall meet as often as it determines appropriate in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Compensation and Nomination Committee shall constitute a quorum for purposes of holding a meeting and the Compensation and Nomination Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation and Nomination Committee may act by unanimous written consent in accordance with the Company's By-laws. The Chair of the Compensation and Nomination Committee, in consultation with the other members and management, may set meeting agendas consistent with this Compensation and Nomination Committee charter (the "Charter").

#### **IV. Compensation and Nomination Committee Activities**

The Compensation and Nomination Committee's purpose and responsibilities shall be to:

##### **A. Review of Charter**

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

##### **B. Annual Performance Evaluation of the Compensation and Nomination Committee**

- Perform an annual performance evaluation of the Compensation and Nomination Committee and report to the Board on the results of such evaluation.

##### **C. Processes and Procedures for Considering and Determining Director and Executive Officer Compensation**

- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Compensation and Nomination Committee deems advisable with regard to) the Company's processes and procedures for the consideration and determination of director and executive officer compensation, and review and discuss with management any description of such processes and procedures to be included in the Company's proxy statement.

##### **D. Compensation and Nomination Committee Report**

- Review and discuss with management the Compensation Discussion and Analysis to be included in the Company's proxy statement or annual report on Form 10-K ("CD&A"), when and if applicable.

- Based on the Compensation and Nomination Committee’s review and discussions with management of the CD&A, make a recommendation to the Board that the CD&A be included in the Company’s proxy statement or annual report on Form 10-K, when and if applicable.
- Prepare the Compensation and Nomination Committee Report to be included in the Company’s proxy statement or annual report on Form 10-K in accordance with the applicable rules and regulations of the Securities and Exchange Commission, the Nasdaq Stock Market rules, and any other rules and regulations applicable to the Company.

**E. Incentive-Compensation and Equity-Based Plans**

- Review and approve grants and awards under incentive-based compensation plans and equity-based plans, in each case consistent with the terms of such plans.
- Review and recommend to the Board policies and procedures for the grant of equity-based awards.

**F. Matters Related to Compensation of the Company’s Chief Executive Officer**

- Determine the compensation of the Company’s Chief Executive Officer (“CEO”).
- Review and approve the corporate goals and objectives to be considered in determining the compensation of the CEO.
- Evaluate the CEO’s performance in light of the goals and objectives that were set for the CEO and determine and approve the CEO’s compensation based on such evaluation.
- In connection with determining the long-term incentive component of the CEO’s compensation, the Compensation and Nomination Committee should consider the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company’s CEO in past years.
- Review periodically the aggregate amount of compensation being paid or potentially payable to the CEO.
- The CEO may not be present during voting or deliberations concerning his or her compensation.

**G. Matters Related to Compensation of the Officers Other Than the Chief Executive Officer**

- Determine the compensation of all officers of the Company other than the CEO; for purposes hereof the term “officer” has the meaning defined in Section 16 of the Exchange Act and Rule 16a-1 promulgated thereunder.
- Review periodically the aggregate amount of compensation being paid or potentially payable to the Company’s officers.

**H. Selection of New Directors**

- Recommend to the Board for its approval criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications that the Compensation and Nomination Committee believes must be met by a nominee, and a description of any specific qualities or skills that the Compensation and Nomination Committee believes one or more of the Directors should possess, and periodically reassess the adequacy of such criteria and submit any proposed changes to the Board for approval. Such criteria will also include consideration of a candidate’s diversity and other differentiating characteristics in accordance with diversity guidelines applicable to the Company. The current criteria for Board and committee membership are set forth in Exhibit A hereto.
- Establish a policy with regard to the consideration of director candidates recommended by stockholders and establish procedures to be followed by stockholders in submitting recommendations for director candidates to the Compensation and Nomination Committee. The current policies and procedures to be followed by securityholders in submitting recommendations for director candidates to the Compensation and Nomination Committee are set forth in Exhibit A hereto.
- Establish a process for identifying and evaluating nominees for election to the Board, including nominees recommended by stockholders (a “Stockholder Nomination”) and any policies or procedures for consideration of Stockholder Nominations. The current policy and procedures for consideration of Stockholder Nominations are set forth in Exhibit A hereto.
- Upon identifying individuals qualified to become members of the Board, consistent with the criteria approved by the Board, recommend that the Board select these individuals as nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties the ability to nominate individuals for election to the Board, the selection and nomination of such nominees shall not be the responsibility of the Compensation and Nomination Committee.

- Recommend to the Board the Directors for appointment as Chair and as members of Board committees.
- Review all Stockholder Nominations and proposals submitted to the Company under the Exchange Act, or otherwise, and any proposal relating to the procedures for making nominations or electing directors, determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend to the Board appropriate action on each such nomination or proposal.

**I. Corporate Governance Guidelines**

- Develop and recommend to the Board for its approval a set of Corporate Governance Guidelines applicable to the Company.
- Periodically review and reassess the adequacy of the Corporate Governance Guidelines and Code of Business Conduct and Ethics and recommend any proposed changes to the Board for approval.

**J. Evaluation of Board of Directors and Management**

- Oversee an annual evaluation of the Board and its committees, including individual Directors, and the Company's management for the prior fiscal year.

**K. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates**

- Exercise sole authority on whatever terms it approves to retain and terminate any search firm that is to be used by the Company to assist it in identifying Director candidates.

**V. Additional Compensation and Nomination Committee Authority**

The Compensation and Nomination Committee is authorized, on behalf of the Board, to do any of the following, as the Compensation and Nomination Committee deems necessary or appropriate in its discretion:

**A. Matters Related to Compensation of the Company's Directors and Members of Senior Management**

- Review and make such recommendations to the Board as the Compensation and Nomination Committee deems advisable with regard to the compensation of the directors of the Company, including with respect to any equity-based plans.

- Provide oversight of management’s decisions regarding the compensation of all members of senior management of the Company (other than the CEO and other officers described above), including with respect to any incentive-compensation plans and equity-based plans.
- Review periodically the aggregate amount of compensation being paid or potentially payable to members of the Company’s senior management.

**B. Matters Related to Compensation Consulting Firms or Other Outside Advisers**

- Retain or obtain the advice of compensation consultants, legal counsel and/or other advisers.
- Have sole responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser (each, a “Consultant”) it retains (payment, as determined by the Compensation and Nomination Committee, of reasonable compensation to any such Consultant to be funded by the Company); and
- Before selecting a Consultant consider all factors relevant to the Consultant’s independence from management of the Company, including the following:
  - The provision of other services to the Company by the Consultant’s employer;
  - The amount of fees received from the Company by the Consultant’s employer, as a percentage of the total revenue of the Consultant’s employer;
  - The policies and procedures of the Consultant’s employer that are designed to prevent conflicts of interest;
  - Any business or personal relationship of the Consultant with a member of the Compensation and Nomination Committee;
  - Any stock of the Company owned by the Consultant; and
  - Any business or personal relationship of Consultant or the Consultant’s employer with an executive officer of the Company.

The foregoing shall not apply to inside legal counsel or to a Consultant whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on a broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available

generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Consultant and about which the Consultant does not provide advice.

- Prohibit the Company from engaging a compensation consultant engaged by the Compensation and Nomination Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the approval of the Compensation and Nomination Committee.

**C. Delegation of Authority to Make Equity Grants**

- Delegate authority to the CEO and the Company's Chief Financial Officer to grant equity-based awards under any incentive-compensation plans and equity-based plans to employees serving at the level below the Company's Vice President, subject to any equity grant guidelines or vesting policy approved by the Board.

**D. Succession Planning**

- Review and discuss with the Board corporate succession plans for the CEO and other key officers of the Company.

**E. Continuing Education**

- Periodically prepare or assemble materials and conduct sessions for directors on topics that will assist them in discharging their duties.

**VI. General**

- The Compensation and Nomination Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Compensation and Nomination Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Compensation and Nomination Committee shall make regular reports to the Board concerning areas of the Compensation and Nomination Committee's responsibility.
- In carrying out its responsibilities, the Compensation and Nomination Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisers and professionals with whom the Compensation and Nomination Committee may consult.
- The Compensation and Nomination Committee shall have the authority to request that any officer or employee of the Company, the Company's outside

legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Compensation and Nomination Committee or meet with any members of or advisers to the Compensation and Nomination Committee.

- The Compensation and Nomination Committee may perform such other functions as may be requested by the Board from time to time.

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Adopted: May 28, 2021  
Effective: June 23, 2021



## Exhibit A

### **POLICIES AND PROCEDURES FOR DIRECTOR CANDIDATES**

The Compensation, Nomination and Corporate Governance Committee (the “Compensation and Nomination Committee”) of the Board of Directors (the “Board”) of Monte Rosa Therapeutics, Inc. (the “Company”) and the Board, as applicable, has adopted this policy in accordance with proxy disclosure requirements set forth in rules adopted by the Securities and Exchange Commission (“SEC”) and the Nasdaq Stock Market LLC.

#### **I. Securityholder Recommendations and Nominations**

##### **A. Candidate Recommendations**

The Compensation and Nomination Committee is responsible for identifying individuals qualified to become members of the Board and its committees and recommending candidates for the Board’s selection as nominees for election to the Board at the next annual or other properly convened meeting of stockholders. The Compensation and Nomination Committee may solicit recommendations from any or all of the following sources: non-management directors, the CEO, other executive officers, third-party search firms or any other source it deems appropriate.

The procedures to be followed by securityholders in submitting recommendations to the Compensation and Nomination Committee for director candidates are set forth below:

- Securityholder recommendations for director candidates must be submitted in writing to the Secretary of the Company at 139 Main Street, Suite 301, Cambridge, MA 02142 not less than 120 calendar days prior to the date on which the Company’s proxy statement was released to stockholders in connection with its previous year’s annual meeting.
- Securityholders recommendations for director candidates must include the following information:
  - The name and address of record of the securityholder;
  - A representation that the securityholder is a record holder of the Company’s securities or, if the securityholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Exchange Act;
  - The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the recommended director candidate;
  - A description of the qualifications and background of the recommended director candidate that addresses the criteria for Board membership approved by the Board

from time to time and set forth in this Policy, including any diversity considerations;

- A description of all arrangements or understandings between the securityholder and the recommended director candidate;
- The consent of the recommended director candidate (i) to be named in the proxy statement for the Company's next meeting of securityholders and (ii) to serve as a director if elected at that meeting; and
- Any other information regarding the recommended director candidate that is required to be included in a proxy statement filed pursuant to the rules of the SEC.

## **B. Candidate Nominations**

A securityholder desiring to nominate a person directly for election to the Board at an annual meeting of the securityholders must meet the deadlines and other requirements in the Company's By-laws and the rules and regulations of the SEC. The Secretary of the Company will provide a copy of the Company's By-laws upon written request from a securityholder.

## **II. Identifying and Evaluating Nominees for Director**

The Compensation and Nomination Committee will use the following guidelines to identify and evaluate any individual recommended by a securityholder for nomination to the Board:

- The Compensation and Nomination Committee will consider candidates properly recommended by securityholders holding at least three percent (3%) of the Company's common stock continuously for at least twenty four (24) months before the date the recommendation was submitted in the same manner as candidates recommended to the Compensation and Nomination Committee from other sources.
- In evaluating director candidates, including directors eligible for re-election, the Compensation and Nomination Committee will consider the following:
  - The current size and composition of the Board and the needs of the Board and its respective committees;
  - Such factors as character, integrity, judgment, diversity, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business and industry, conflicts of interest, and other commitments. The Compensation and Nomination Committee need not assign any particular weight or priority to any one factor; and
  - Any other factors the Compensation and Nomination Committee considers appropriate.

- The Compensation and Nomination Committee requires the following qualifications to be satisfied by any nominee for a position on the Board:
  - High standards of personal and professional ethics and integrity;
  - Proven achievement and competence in the nominee’s field and the ability to exercise sound business judgment;
  - Skills that are complementary to those of members of the existing Board;
  - The ability to assist and support management and make significant contributions to the Company’s success; and
  - An understanding of the fiduciary responsibilities required of a director and a commitment to devote the time and energy necessary to perform those responsibilities.
- If the Compensation and Nomination Committee decides that an additional or replacement director is required, it may do whatever it considers appropriate to evaluate a director candidate, including interviewing the candidate and the securityholder(s) recommending the candidate, engaging an outside search firm to gather additional information, and relying on the knowledge of the members of the Compensation and Nomination Committee, other directors and management.
- The Compensation and Nomination Committee may propose to the Board a candidate recommended or offered for nomination by a securityholder as a nominee for election to the Board.

### **III. Decision by Board of Directors**

After receiving the Compensation and Nomination Committee’s recommendations, the Board will have final authority to determine the candidates to be nominated by the Board.

### **IV. Modification of Policies and Procedures**

These policies and procedures may be modified at any time by the Compensation and Nomination Committee or the Board.