

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

---

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**MONTE ROSA THERAPEUTICS, INC.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i) and 0-11
- 
-



**MONTE ROSA THERAPEUTICS, INC.**

**321 Harrison Avenue, Suite 900**

**Boston, MA 02118**

**NOTICE OF 2026 ANNUAL MEETING OF STOCKHOLDERS**

**To be held online on June 11, 2026 at [www.proxydocs.com/GLUE](http://www.proxydocs.com/GLUE)**

Notice is hereby given that the 2026 Annual Meeting of Stockholders, or the Annual Meeting, of Monte Rosa Therapeutics, Inc., will be held online on June 11, 2026 at 8:30 a.m. Eastern Time. The Annual Meeting will be a virtual meeting, which will be conducted via live webcast. You will be able to attend the meeting online, vote electronically and submit questions by registering at [www.proxydocs.com/GLUE](http://www.proxydocs.com/GLUE) prior to the deadline of June 9, 2026 at 5:00 p.m. Eastern Time.

The purpose of the Annual Meeting is the following:

1. To elect three Class II director nominees to our board of directors, to serve until the Company's 2029 annual meeting of stockholders and until their successor has been duly elected and qualified, or until their earlier death, resignation or removal;
2. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2026; and
3. To transact any other business properly brought before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

Stockholders of record at the close of business on April 16, 2026, the record date for the Annual Meeting, are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement of the Annual Meeting.

You can find more information on each of the matters to be voted on at the Annual Meeting, including information regarding the nominees for election to our board of directors, in the accompanying proxy statement. The board of directors recommends a vote "FOR" the election of the three nominees for Class II directors and "FOR" the ratification of the appointment of our independent registered public accounting firm for the fiscal year ending December 31, 2026, as disclosed in the accompanying proxy statement.

We are pleased to take advantage of the rules of the Securities and Exchange Commission, or the SEC, which allow companies to distribute their proxy materials over the internet under the "notice and access" approach. As a result, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials, or Notice of Availability, instead of a paper copy of our proxy materials and our Annual Report to Stockholders for the fiscal year ended December 31, 2025, or the 2025 Annual Report. We will mail the Notice of Availability on or about April 29, 2026, and it contains instructions on how to access those documents and to cast your vote over the internet. This process allows us to provide our stockholders with the information they need on a more timely basis, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials. If you would like to receive a printed copy of our proxy materials, including our proxy statement, our 2025 Annual Report and a form of proxy card, free of charge, please follow the instructions on the Notice of Availability.

---

In order to attend the Annual Meeting virtually, you must register in advance at [www.proxydocs.com/GLUE](http://www.proxydocs.com/GLUE) prior to the deadline of June 9, 2026 at 5:00 p.m. Eastern Time. Upon entry of your control number and other required information, you will receive further instructions via email that provide you access to the Annual Meeting and the ability to vote and submit questions during the Annual Meeting. Please see the "General Information" section of the proxy statement at [www.proxydocs.com/GLUE](http://www.proxydocs.com/GLUE) for more information. Beneficial owners of shares held in street name will need to register at [www.proxydocs.com/GLUE](http://www.proxydocs.com/GLUE), and additionally must follow the instructions in the voting instructions form by the broker, bank or other nominee that holds their shares. Upon completing your registration, you will receive further instructions via email, including your unique link to access the Annual Meeting and to submit questions this notice for more details regarding the logistics of the virtual Annual Meeting, including the ability of stockholders to submit questions during the Annual Meeting, and technical details and support related to accessing the virtual platform. You will not be able to attend the Annual Meeting in person.

Your vote is important. Whether or not you are able to attend the Annual Meeting virtually and vote your shares online, it is important that your shares be represented. To ensure that your vote is recorded promptly, please vote as soon as possible, even if you plan to attend the Annual Meeting, by submitting your proxy over the internet or by telephone as described in the instructions included in the Notice of Availability or by signing, dating and returning the proxy card.

By order of the Board of Directors,

/s/ Markus Warmuth

---

Markus Warmuth

*President and Chief Executive Officer*

Boston, Massachusetts

April 29, 2026

---

## Table of Contents

<a href="#">PROXY STATEMENT FOR THE 2026 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD JUNE 11, 2026</a>	1
<a href="#">PROPOSAL NO. 1 – ELECTION OF CLASS II DIRECTORS</a>	7
<a href="#">PROPOSAL NO. 2 – RATIFICATION OF THE APPOINTMENT OF DELOITTE &amp; TOUCHE LLP AS MONTE ROSA THERAPEUTICS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2026</a>	13
<a href="#">CORPORATE GOVERNANCE</a>	14
<a href="#">CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</a>	29
<a href="#">PRINCIPAL STOCKHOLDERS</a>	31
<a href="#">REPORT OF THE AUDIT COMMITTEE</a>	34
<a href="#">HOUSEHOLDING</a>	34
<a href="#">STOCKHOLDER PROPOSALS</a>	35
<a href="#">OTHER MATTERS</a>	35



# Monte Rosa Therapeutics

**MONTE ROSA THERAPEUTICS, INC.**

**321 Harrison Avenue, Suite 900**

**Boston, MA 02118**

**PROXY STATEMENT  
FOR THE 2026 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD JUNE 11, 2026**

This proxy statement contains information about the 2026 Annual Meeting of Stockholders, or the Annual Meeting, of Monte Rosa Therapeutics, Inc., which will be held on June 11, 2026 at 8:30 a.m. Eastern Time. The Annual Meeting will be a virtual meeting, which will be conducted via live webcast. You will be able to attend the meeting online, vote electronically and submit questions by registering at [www.proxydocs.com/GLUE](http://www.proxydocs.com/GLUE) prior to the deadline of June 9, 2026 at 5:00 p.m. Eastern Time. The board of directors of Monte Rosa Therapeutics, Inc. is using this proxy statement to solicit proxies for use at the Annual Meeting. In this proxy statement, the terms “Monte Rosa Therapeutics,” “Monte Rosa,” the “Company,” “we,” “us,” “our,” and similar designations refer to Monte Rosa Therapeutics, Inc. and, where appropriate, our subsidiaries. The mailing address of our principal executive office is Monte Rosa Therapeutics, Inc., 321 Harrison Avenue, Suite 900, Boston, MA 02118.

In order to attend the Annual Meeting virtually, you must register in advance at [www.proxydocs.com/GLUE](http://www.proxydocs.com/GLUE) prior to the deadline of June 9, 2026 at 5:00 p.m. Eastern Time. You will be required to enter the control number provided in the Notice of Internet Availability of Proxy Materials, or Notice of Availability, or the proxy card at [www.proxydocs.com/GLUE](http://www.proxydocs.com/GLUE) and beneficial owners of shares held in street name will need to register as well, and also follow the instructions provided in the voting instructions form by the broker, bank or other nominee that holds their shares. Upon completing your registration, you will receive further instructions via email, including your unique link to access the Annual Meeting and to submit questions in advance of the Annual Meeting. Please see the “General Information” section of the proxy statement for more details regarding the logistics of the virtual Annual Meeting, including the ability of stockholders to submit questions during the Annual Meeting, and technical details and support related to accessing the virtual platform. You will not be able to attend the 2026 Annual Meeting in person.

All properly submitted proxies will be voted in accordance with the instructions contained in those proxies. If no instructions are specified, the proxies will be voted in accordance with the recommendation of our board of directors with respect to each of the matters set forth in the accompanying Notice of Meeting. You may revoke your proxy at any time before it is exercised at the meeting by giving our corporate secretary written notice to that effect.

We made this proxy statement and our Annual Report to Stockholders for the fiscal year ended December 31, 2025, or the 2025 Annual Report, available to stockholders on or about April 29, 2026. We are mailing to our stockholders a Notice of Internet Availability of proxy materials and our 2025 Annual Report on or about April 29, 2026.

We are an “emerging growth company” under applicable federal securities laws and therefore permitted to conform with certain reduced public company reporting requirements. As an emerging growth

company, we provide in this proxy statement the scaled disclosure permitted under the Jumpstart Our Business Startups Act of 2012, including the compensation disclosures required of a “smaller reporting company,” as that term is defined in Rule 12b-2 promulgated under the Securities Exchange Act of 1934, as amended, or the Exchange Act. In addition, as an emerging growth company, we are not required to conduct votes seeking approval, on an advisory basis, of the compensation of our named executive officers or the frequency with which such votes must be conducted. We will remain an “emerging growth company” until the earliest of (i) the last day of the fiscal year following the fifth anniversary of our initial public offering in June 2021; (ii) the last day of the fiscal year in which our total annual gross revenue is equal to or more than \$1.235 billion; (iii) the date on which we have issued more than \$1 billion in nonconvertible debt during the previous three years; or (iv) the date on which we are deemed to be a large accelerated filer under the rules of the Securities and Exchange Commission, or the SEC.

**Important Notice Regarding the Availability of Proxy Materials for**

**the Annual Meeting of Stockholders to be Held on June 11, 2026:**

**This proxy statement and our 2025 Annual Report are**

**available for viewing, printing and downloading at [www.proxydocs.com/GLUE](http://www.proxydocs.com/GLUE).**

**A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, as filed with the SEC, except for exhibits, will be furnished without charge to any stockholder upon written request to Monte Rosa Therapeutics, Inc., 321 Harrison Avenue, Suite 900, Boston, MA 02118, Attention: Corporate Secretary. This proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2025 are also available on the SEC’s website at [www.sec.gov](http://www.sec.gov).**

**MONTE ROSA THERAPEUTICS, INC.**

**PROXY STATEMENT**

**FOR THE 2026 ANNUAL MEETING OF STOCKHOLDERS**

**GENERAL INFORMATION**

**When are this proxy statement and the accompanying materials scheduled to be sent to stockholders?**

We have elected to provide access to our proxy materials to our stockholders via the internet. Accordingly, on or about April 29, 2026, we will begin mailing the Notice of Availability. Our proxy materials, including the Notice of the 2026 Annual Meeting of Stockholders, this proxy statement and the accompanying proxy card or, for shares held in street name (i.e., held for your account by a broker, bank or other nominee), a voting instruction form, and the 2025 Annual Report to Stockholders, or the 2025 Annual Report, will be mailed or made available to stockholders on the internet on or about the same date.

**Why did I receive a Notice of Internet Availability of Proxy Materials instead of a full set of proxy materials?**

Pursuant to rules adopted by the SEC, we are providing access to our proxy materials over the internet rather than printing and mailing our proxy materials. We believe electronic delivery will expedite the receipt of such materials and will help lower our costs and reduce the environmental impact of our proxy materials. Therefore, the Notice of Availability was mailed to holders of record and beneficial owners of our common stock starting on or about April 29, 2026. The Notice of Availability provides instructions as to how stockholders may access and review our proxy materials, including the Notice of the 2026 Annual Meeting of Stockholders, this proxy statement, the proxy card and our 2025 Annual Report, on the website referred to in the Notice of Availability or, alternatively, how to request that a printed copy of the proxy materials, including a proxy card, be sent to them by mail. The Notice of Availability also provides voting instructions. In addition, stockholders of record may request to receive the proxy materials in printed form by mail, or electronically by e-mail, on an ongoing basis for future stockholder meetings. Please note that, while our proxy materials are available at the website referenced in the Notice of Availability and our Notice of the 2026 Annual Meeting of Stockholders, this proxy statement and our 2025 Annual Report are available on our website, no other information contained on either website is incorporated by reference in, or considered to be a part of, this proxy statement.

**Who is soliciting my vote?**

Our board of directors is soliciting your vote for the Annual Meeting.

**When is the record date for the Annual Meeting?**

The record date for determination of stockholders entitled to vote at the Annual Meeting is the close of business on April 16, 2026.

**How many votes can be cast by all stockholders?**

There were 84,382,573 shares of our common stock, par value \$0.0001 per share, outstanding on April 16, 2026, all of which are entitled to vote with respect to all matters to be acted upon at the Annual Meeting. Each stockholder of record is entitled to one vote for each share of our common stock held by such stockholder.

**How do I vote?**

If you are a stockholder of record, there are several ways for you to vote your shares.

- *By Internet.* You may vote at [www.proxydocs.com/GLUE](http://www.proxydocs.com/GLUE), 24 hours a day, seven days a week, by following the instructions at that site for submitting your proxy electronically. You will be required to enter the control number provided in the Notice of Availability or the proxy card. Votes

submitted through the internet must be received prior to the commencement of the Annual Meeting.

- *By Telephone.* You may vote using a touch-tone telephone by calling (866) 551-3217 (toll-free from the U.S., U.S. territories and Canada), 24 hours a day, seven days a week. You will be required to provide the control number provided in the Notice of Availability or the proxy card. Votes submitted by telephone must be received prior to the commencement of the Annual Meeting.
- *By Mail.* If you requested and received a printed copy of the proxy materials, you may vote by mail by completing, signing and dating the enclosed proxy card and returning it in the enclosed prepaid envelope. Votes submitted through the mail must be received prior to June 11, 2026.
- *During the Annual Meeting.* To vote during the live webcast of the Annual Meeting, you must first register in advance at [www.proxydocs.com/GLUE](http://www.proxydocs.com/GLUE) prior to the deadline of June 9, 2026 at 5:00 p.m. Eastern Time. You will be required to enter the control number provided in the Notice of Availability or the proxy card. Upon completing your registration, you will receive further instructions via email, including your unique link to access the Annual Meeting. Please follow the instructions found on the Notice of Availability, proxy card and/or voting instruction form and subsequent instructions that will be delivered to you via email. If you vote by proxy prior to the Annual Meeting and choose to attend the Annual Meeting online, there is no need to vote again during the Annual Meeting unless you wish to change your vote.

If the Annual Meeting is adjourned or postponed, the deadlines above may be extended.

If you are a beneficial owner of shares held in “street name” by your broker, bank or other nominee, you should have received a voting instruction form with these proxy materials from your broker, bank or other nominee rather than from us. The voting deadlines and availability of telephone and internet voting for beneficial owners of shares will depend on the voting processes of the broker, bank or other nominee that holds your shares. Therefore, we urge you to carefully review and follow the voting instruction form and any other materials that you receive from that organization. **If you hold your shares in multiple accounts, you should vote your shares as described in each set of proxy materials you receive.**

If you submit a proxy without giving voting instructions, your shares will be voted in the manner recommended by the board of directors on all matters presented in this proxy statement, and as the persons named as proxies in the proxy card may determine in their discretion with respect to any other matters properly presented at the Annual Meeting. You may also authorize another person or persons to act for you as proxy in a writing, signed by you or your authorized representative, specifying the details of those proxies’ authority. The original writing must be given to each of the named proxies, although it may be sent to them by electronic transmission if, from that transmission, it can be determined that the transmission was authorized by you.

If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named in your proxy and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the Annual Meeting.

#### **How can I virtually attend the Annual Meeting?**

To attend and participate in the Annual Meeting, stockholders will need to access the live webcast of the meeting. To do so, stockholders of record will need to visit [www.proxydocs.com/GLUE](http://www.proxydocs.com/GLUE) and enter the control number provided in the Notice of Availability to pre-register for the Annual Meeting prior to the deadline of June 9, 2026 at 5:00 p.m. Eastern Time, and beneficial owners of shares held in street name will need to follow the instructions provided in the voting instructions form by the broker, bank or other nominee that holds their shares.

The live webcast of the Annual Meeting will begin promptly at 8:30 a.m. Eastern Time on June 11, 2026. We encourage stockholders to login to this website and access the webcast before the Annual Meeting’s

start time by following the instructions in the email received on the morning of the Annual Meeting. You should allow ample time in advance of the meeting.

We will have technicians ready to assist you with any technical difficulties you may have accessing the Annual Meeting. If you encounter any difficulties accessing the virtual-only Annual Meeting platform, including any difficulties voting or submitting questions, please utilize the link on the meeting portal website titled "Having trouble? Please view the Meeting Access FAQs Guide." This will have many FAQs as well as a technical support number that can be called before or during the meeting.

If you wish to submit a question during the Annual Meeting, you may log into, and submit a question on, the virtual meeting platform using the unique link provided to you via email following the completion of your registration at [www.proxydocs.com/GLUE](http://www.proxydocs.com/GLUE) and following the instructions there. Our Annual Meeting will be governed by the Annual Meeting's Rules of Conduct and will address the ability of stockholders to ask questions during the meeting and rules for how questions will be recognized and addressed. The Annual Meeting's Rules of Conduct will be posted during the Annual Meeting.

#### **How do I revoke my proxy?**

If you are a stockholder of record, you may revoke your proxy by (1) following the instructions on the Notice of Availability and submitting a new vote by Internet, telephone or mail using the procedures described in the "How do I Vote?" section above before the applicable deadline, (2) attending and voting at the Annual Meeting (although attendance at the Annual Meeting will not in and of itself revoke a proxy), or (3) by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with our corporate secretary. Any written notice of revocation or subsequent proxy card must be received by our corporate secretary prior to the taking of the vote at the Annual Meeting. Such written notice of revocation or subsequent proxy card should be hand delivered to our corporate secretary or sent to our principal executive offices at Monte Rosa Therapeutics, Inc., 321 Harrison Avenue, Suite 900, Boston, MA 02118, Attention: Corporate Secretary.

If a broker, bank, or other nominee holds your shares, you must contact such broker, bank, or nominee in order to find out how to change your vote. If you plan to vote at the meeting you may be required to obtain a legal proxy from your bank, broker or other nominee.

#### **How is a quorum reached?**

Our Amended and Restated Bylaws, or bylaws, provide that a majority of the shares entitled to vote, present in person or represented by proxy, will constitute a quorum for the transaction of business at the Annual Meeting.

Under the General Corporation Law of the State of Delaware, shares that are voted "abstain" or "withheld" and broker "non-votes" are counted as present for purposes of determining whether a quorum is present at the Annual Meeting. If a quorum is not present, the meeting may be adjourned until a quorum is obtained.

#### **How is the vote counted?**

Under our bylaws, any proposal other than an election of directors is decided by a majority of the votes properly cast for and against such proposal, except where a larger vote is required by law or by our Fourth Amended and Restated Certificate of Incorporation, or certificate of incorporation, or bylaws. Abstentions and broker "non-votes" are not included in the tabulation of the voting results on any such proposal and, therefore, do not have an impact on such proposals. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item, and has not received instructions from the beneficial owner.

If your shares are held in "street name" by a broker, bank or other nominee, your broker, bank or other nominee is required to vote your shares according to your instructions. If you do not give instructions to your broker, bank or other nominee, the broker, bank or other nominee will still be able to vote your shares with respect to certain "discretionary" items, but will not be allowed to vote your shares with respect to "non-discretionary" items. Proposal No. 1 is a "non-discretionary"/non-routine item. If you do not instruct your broker how to vote your shares with respect to this proposal, your broker, bank or other

nominee may not vote for this proposal, and those shares will be counted as broker “non-votes.” Proposal No. 2 is considered to be a discretionary/routine item, and your broker, bank or other nominee will be able to vote your shares on this proposal even if it does not receive instructions from you.

To be elected, the directors nominated via Proposal No. 1 must receive a plurality of the votes cast and entitled to vote on the proposal, meaning that the director nominees receiving the most votes will be elected. You may vote for the director nominees or withhold authority to vote your shares with respect to the director nominees. Shares voting “withheld” and broker non-votes will have no effect on the election of directors.

The ratification of the appointment of Deloitte & Touche LLP via Proposal No. 2 requires an affirmative vote of a majority of the shares properly cast for and against such proposal. You may vote “For”, “Against” or “Abstain”. Abstentions and broker non-votes, if any, will have no effect on the outcome of Proposal No. 2.

#### **Who pays the cost for soliciting proxies?**

We are making this solicitation and will pay the entire cost of preparing and distributing the Notice of Availability and our proxy materials and soliciting votes. Our officers and employees may, without compensation other than their regular compensation, solicit proxies through further mailings, personal conversations, facsimile transmissions, e-mails, or otherwise. We will also reimburse brokers, banks, custodians, other nominees, and fiduciaries for forwarding these materials to their principals to obtain the authorization for the execution of proxies.

#### **How may stockholders submit matters for consideration at an annual meeting?**

The required notice must be in writing and received by our corporate secretary at our principal executive offices not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year’s annual meeting. However, in the event that the date of the annual meeting is convened more than 30 days before or more than 60 days after the first anniversary of the preceding year’s annual meeting, or if no annual meeting were held in the preceding year, a stockholder’s notice must be so received not later than the close of business on the later of (i) the 90th day prior to the scheduled date of such annual meeting or (ii) the tenth day following the day on which public announcement of the date of such annual meeting was first made.

In addition, any stockholder proposal intended to be included in the proxy statement for the next annual meeting of our stockholders in 2027 must also satisfy the requirements of SEC Rule 14a-8 under the Exchange Act, and be received not later than December 30, 2026. If the date of the annual meeting is moved by more than 30 days from the date contemplated at the time of the previous year’s proxy statement, then notice must be received within a reasonable time before we begin to print and send proxy materials. If that happens, we will publicly announce the deadline for submitting a proposal in a press release or in a document filed with the SEC.

#### **How can I know the voting results?**

We plan to announce preliminary voting results at the Annual Meeting and will publish final results in a Current Report on Form 8-K, or Form 8-K, to be filed with the SEC within four business days following the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

## PROPOSAL NO. 1 – ELECTION OF CLASS II DIRECTORS

Our board of directors currently consists of nine members. In accordance with the terms of our certificate of incorporation and bylaws, our board of directors is divided into three classes, Class I, Class II and Class III, with members of each class serving staggered three-year terms. The members of the classes are divided as follows:

- (1) the Class I directors are Christine Siu, Kimberly Blackwell and Jan Skvarka, and their terms will expire at the annual meeting of stockholders to be held in 2028;
- (2) the Class II directors are Andrew Schiff, Chandra Leo and Anthony Manning and their terms will expire at the Annual Meeting; and
- (3) the Class III directors are Markus Warmuth, Eric Hughes and Ali Behbahani, and their terms will expire at the annual meeting of stockholders to be held in 2027.

Upon the expiration of the term of a class of directors, directors in that class will be eligible to be elected for a new three-year term at the annual meeting of stockholders in the year in which their term expires.

Our certificate of incorporation and bylaws provide that the authorized number of directors may be fixed from time to time by resolution of the majority of our board of directors. Our certificate of incorporation provides that our directors may be removed only for cause by the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares then entitled to vote at an annual election of directors, and that any vacancy on our board of directors, including a vacancy resulting from an enlargement of our board of directors, may be filled only by vote of a majority of our directors then in office.

Our board of directors has nominated Andrew Schiff, Chandra Leo and Anthony Manning for election as the Class II directors at the Annual Meeting. The nominees are presently directors, and each has indicated a willingness to continue to serve as a director, if elected. If the nominees become unable or unwilling to serve, however, the proxies may be voted for a substitute nominee selected by our board of directors.

Our Nominating and Corporate Governance Committee Policies and Procedures for Director Candidates, or the Director Guidelines, provide that the value of diversity should be considered in determining director candidates as well as other factors such as a candidate's character, judgment, skills, education, expertise and absence of conflicts of interest. Our priority in selection of board members is identification of members who will further the interests of our stockholders through their established records of professional accomplishment, their ability to contribute positively to the collaborative culture among board members, and their knowledge of our business and understanding of the competitive landscape in which we operate and adherence to high ethical standards. While our Director Guidelines do not specify assigned weights to particular criteria, our board of directors and nominating and corporate governance committee believe it is essential that members of our board of directors represent diverse viewpoints and that the backgrounds and qualifications of our directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow our board to promote our strategic objectives and fulfill its responsibilities to our stockholders.

In addition to the information presented below regarding each of the nominees and continuing directors' specific experience, qualifications, attributes and skills that our board of directors and our nominating and corporate governance committee considered in determining that he should serve as a director, we also believe that each of our directors has demonstrated business acumen, integrity and an ability to exercise sound judgment, as well as a commitment of service to the Company and our board of directors.

## Nominees for Election as Class II Directors

The following table identifies our director nominees, and sets forth their principal occupation and business experience during the last five years and their ages as of March 31, 2026.

Name	Positions and Offices Held with the Company	Director Since	Age
Andrew Schiff, M.D.	Director and Non-Executive Chair of the Board of Directors	2020	60
Chandra P. Leo, M.D.	Director	2020	55
Anthony Manning, Ph.D.	Director	2023	64

**Andrew Schiff, M.D.** has been a member of our board of directors since September 2020 and as our chairman since June 2023. Dr. Schiff serves as a Managing Partner of Aisling Capital, a venture capital firm, that he has been affiliated with since 1999. Prior to joining Aisling Capital, Dr. Schiff practiced internal medicine at the New York Presbyterian Hospital, where he currently maintains his position as a Clinical Assistant Professor of Medicine. Dr. Schiff serves as a member of the board of directors of Aclaris Therapeutics, Inc., a publicly-traded pharmaceutical company, since 2017. Dr. Schiff received an M.D. from Cornell University Medical College, an M.B.A. from Columbia Business School, and a B.S. in neuroscience with honors from Brown University.

We believe that Dr. Schiff is qualified to serve as a member and Chairman of our board of directors because of his experience as a venture capitalist, a professor in the field of medicine and a board member of numerous companies in the life sciences industry.

**Chandra P. Leo, M.D.** has been a member of our board of directors since September 2020. Dr. Leo has served as an Investment Advisor in the private equity team at HBM Partners AG, a Swiss healthcare investment company, since 2007. Between 1997 and 2007, Dr. Leo worked as a postdoctoral scientist at Stanford University, as a physician at the University Hospital Leipzig and as a principal at Wellington Partners, a venture capital firm. Dr. Leo currently serves as a director on the boards of Dren Bio Holdings LLC, Fore Biotherapeutics Inc., River 2 Renal Corp. and River 3 Renal Corp., all of which are privately-held biotechnology companies. Dr. Leo previously served as a member of the board of directors of other healthcare-focused firms, including Galecto, Inc. (now publicly traded as Damora Therapeutics, Inc.) and Longboard Pharmaceuticals, Inc. (acquired by Lundbeck in 2024). He received an M.D. from the Freie Universität Berlin, an M.B.A. from INSEAD and an M.A.S. in medicines development from the University of Basel.

We believe that Dr. Leo is qualified to serve on our board of directors because of his extensive experience in the field of medicine and in private equity.

**Anthony Manning, Ph.D.** has been a member of our board of directors since July 2023. Dr. Manning is a seasoned drug discoverer with a 30-year career in the pharmaceutical and biotechnology industry during which he led the discovery and development of multiple therapeutics, contributing to the approval of three drugs for the treatment of autoimmune diseases. Dr. Manning also serves as a Board Director for Cyrus Biotechnology, a privately-held biotechnology company, is Chairman of the Institute for Biomedical Entrepreneurship, a non-profit that mentors and supports biotech founders and innovators, and is an advisor to several biotechnology companies and to the Harvard Medical School Therapeutics Initiative and the Blavatnik Biomedical Accelerator at Harvard. Previously, Dr. Manning served as a member of the Board of Directors of Palatin Technologies Inc., a publicly-traded biopharmaceutical company, from September 2017 until June 2025. As the former Chief Scientific Officer at Momenta Pharmaceuticals, a biopharmaceutical company, from 2018 to March 2021, Dr. Manning built a pipeline of first-in-class therapeutics, leading to the company's acquisition by Johnson & Johnson for \$6.5 billion in 2020. Earlier, Dr. Manning spearheaded research and drug discovery at Biogen Idec, a biopharmaceutical company, from 2007 to 2011, at Roche Pharmaceuticals, the pharmaceutical division of research healthcare company Roche Holding AG, from 2002 to 2007, and at Pharmacia Corp, a pharmaceutical company that merged with Pfizer in 2003, from 2000 to 2002. Dr. Manning's contributions include over 120 scientific publications and patents in autoimmune diseases research, drug discovery, and novel therapeutics.

We believe that Dr. Manning is qualified to serve on our board of directors because of his extensive experience in the pharmaceutical and biotechnology industry and experience serving in executive roles at companies in the life sciences industry.

**Vote Required and Board of Directors' Recommendation**

The nominees for Class II director who receive the most properly cast votes (also known as a plurality) will be elected. You may vote either FOR any one of the nominees or WITHHOLD your vote from any one of the nominees. Votes that are withheld will have no effect on the election of directors. Broker non-votes also will have no effect on the election of directors.

Properly submitted proxies will be voted in favor of the above nominees unless a contrary specification is made in the proxy. The nominees have consented to serve as our directors if elected. However, if the nominees are unable to serve or for good cause will not serve as a director, the proxies will be voted for the election of such substitute nominee as our board of directors may designate.

The proposal for the election of directors relates solely to the election of Class II directors nominated by our board of directors.

**The board of directors recommends voting "FOR" the election of Andrew Schiff, Chandra Leo and Anthony Manning as the Class II directors, to serve for a three-year term ending at the annual meeting of stockholders to be held in 2029.**

**Directors Continuing in Office**

The following table identifies our continuing directors, and sets forth their principal occupation and business experience during the last five years and their ages as of March 31, 2026.

<b>Name</b>	<b>Positions and Offices Held with the Company</b>	<b>Director Since</b>	<b>Class and Year in Which Term Will Expire</b>	<b>Age</b>
Markus Warmuth, M.D.	Chief Executive Officer, President and Director	2020	Class III - 2027	55
Ali Behbahani, M.D.	Director	2020	Class III - 2027	49
Eric Hughes, M.D., Ph.D.	Director	2024	Class III - 2027	56
Christine Siu	Director	2020	Class I - 2028	49
Kimberly L. Blackwell, M.D.	Director	2020	Class I - 2028	57
Jan Skvarka, Ph.D., MBA	Director	2023	Class I - 2028	59

**Class III Directors (Term Expires at the 2027 Annual Meeting of Stockholders)**

**Markus Warmuth, M.D.** has served as our President and Chief Executive Officer and a member of our board of directors since January 2020. Dr. Warmuth has also served as a Venture Partner at Versant Venture Management, LLC, a healthcare investment firm, from September 2019 to January 2024. From July 2018 to August 2019, he worked as an Entrepreneur-in-Residence for Third Rock Ventures, LLC, a venture capital firm. From October 2011 to May 2018, Dr. Warmuth was the Chief Executive Officer and, previously from August 2011 to October 2011, Chief Scientific Officer of H3 Biomedicine Inc., a drug development company. Dr. Warmuth has served as a member of the board of directors of IMV Inc., a clinical stage biopharmaceutical company, from November 2018 to September 2023, and Relay Therapeutics, a clinical stage precision medicine company, from July 2018 to August 2019. Dr. Warmuth has also previously served in multiple roles at the Novartis Institutes for Biomedical Research (NIBR) and the Genomics Institute of the Novartis Research Foundation (GNF), including as the Director of Kinase Biology, Head of Oncology Pharmacology. While at Novartis, he and his teams were involved in the development of Ceritinib, Ribociclib, and Asciminib. He received an M.D. from Ludwig Maximilian University, Munich, Germany.

We believe Dr. Warmuth is qualified to serve on our board of directors because of his scientific and medical background as well as his corporate leadership experience.

**Ali Behbahani, M.D.**, has been a member of our board of directors since April 2020. Dr. Behbahani joined New Enterprise Associates, Inc., a venture capital firm, in 2007 and is a Partner and Co-Head of Healthcare. Prior to joining New Enterprise Associates, Inc., Dr. Behbahani served as a consultant in business development at The Medicines Company, a pharmaceutical company, a Venture Associate at Morgan Stanley, a multinational investment bank and financial services company, and a Healthcare Investment Banking Analyst at Lehman Brothers, a global financial services firm, from 1998 to 2000. Dr. Behbahani serves as a member of the board of directors of SpyGlass Pharma, Inc., a publicly-traded biopharmaceutical company, since May 2019, Nkarta, Inc., a publicly-traded biotechnology company, since August 2015, Black Diamond Therapeutics, Inc., a publicly-traded biopharmaceutical company, since December 2018, CRISPR Therapeutics AG, a publicly-traded biotechnology company, since March 2015, Korro Bio, Inc., a publicly-traded biotechnology company, since August 2019, and Arcellx, Inc., a publicly-traded biotechnology company, since February 2015. Dr. Behbahani formerly served as a member of the board of directors of Adaptimmune Therapeutics plc, a publicly-traded biopharmaceutical company, from September 2014 to November 2025, CVRx, Inc., a publicly-traded medical device company, from July 2013 to September 2024, Nevro Corp., a publicly-traded global medical device company, from August 2014 to March 2019, Oyster Point Pharma, Inc., a privately-held biopharmaceutical company, from July 2017 to January 2023, Genocea Biosciences, Inc., a publicly-traded biopharmaceutical company, from February 2018 to May 2022, Minerva Surgical Inc., a privately-held biotechnology company, from May 2011 to January 2024, and Marker Therapeutics, Inc., a publicly-traded biopharmaceutical company, until 2017. Dr. Behbahani received an M.D. from the University of Pennsylvania School of Medicine, an M.B.A. from the Wharton School of the University of Pennsylvania and a B.S. in biomedical engineering, electrical engineering and chemistry from Duke University.

We believe that Dr. Behbahani is qualified to serve as a member of our board of directors because of his extensive corporate leadership experience and expertise in finance and investment management.

**Eric Hughes, M.D., Ph.D.**, has been a member of our board of directors since December 2024. Dr. Hughes serves as Executive Vice President, Global R&D and Chief Medical Officer at Teva Pharmaceuticals Industries Ltd., a role he has held since August 2022. Prior to joining Teva Pharmaceuticals, from 2021 to 2022, Dr. Hughes was Senior Vice President of Clinical Development and Translational Medicine at Vertex Pharmaceuticals. From 2015 to 2021, Dr. Hughes served as Global Development Unit Head for Immunology, Hepatology and Dermatology at Novartis, ultimately responsible for leading all clinical development activities and biostatistician talent across multiple therapeutic areas and for expanding development in China. Additionally, between 2020 and 2021, during the COVID-19 pandemic, Dr. Hughes also served as Co-Chair of the Therapeutics Clinical Working Group for the Accelerating COVID-19 Therapeutic Interventions and Vaccines public-private partnership at the National Institutes of Health. From 2010 to 2015, Dr. Hughes held several executive and senior positions at Bristol Myers-Squibb, including Head of Virology, Fibrotic Diseases, Genetically Defined Diseases, Autoimmunity, and Cardiology Discovery Medicine, Exploratory Clinical & Translational Research. Dr. Hughes received his MD and Ph.D. from Yale School of Medicine.

We believe Dr. Hughes is qualified to serve as a member of our board of directors because of his scientific background and significant experience in clinical and translational research efforts.

#### ***Class I Directors (Term Expires at the 2028 Annual Meeting of Stockholders)***

**Christine Siu**, has been a member of our board of directors since December 2020. Ms. Siu is currently the Chief Executive Officer of BridgeBio Neuromuscular, a pharmaceutical company, and has held this role since January 2022. Previously, Ms. Siu served as the Chief Operating Officer in Residence of BridgeBio Pharma Inc., a pharmaceutical company, from January 2020 to January 2022, Chief Financial Officer of Eidos Therapeutics, Inc., a biopharmaceutical company from December 2017 to December 2019, Chief Operating Officer of Eidos Therapeutics, Inc. from April 2016 to December 2017, Chief Business Officer of The Bluefield Project to Cure Frontotemporal Dementia from 2014 to 2017, and as Senior Director of Corporate Development at Global Blood Therapeutics, Inc., a biopharmaceutical company, from 2012 to 2014. Ms. Siu also held positions at various private equity and venture capital firms, including Third Rock Ventures, LLC, Warburg Pincus LLC and Thomas, McNerney & Partners,

LLC, where she invested in life sciences companies and served as a member of the board of directors of Bright Peak Therapeutics, Inc., a privately-held biotechnology company, from June 2021 to January 2025. Ms. Siu received an M.B.A. from Harvard Business School and a B.S. with distinction in cellular molecular biology and economics from the University of Michigan.

We believe Ms. Siu is qualified to serve as a member of our Board of Directors because of her experience serving in various commercial roles in the life sciences industry.

**Kimberly L. Blackwell, M.D.**, has been a member of our board of directors since July 2020. Dr. Blackwell serves as the Chief Development Officer of Nucleus RadioPharma, a contract development and manufacturing organization, since September 2025. Dr. Blackwell served as Chief Executive Officer at Zentalis Pharmaceuticals, Inc., a clinical-stage biopharmaceutical company, from May 2022 to November 2024. Dr. Blackwell formerly served as Chief Medical Officer of Tempus Labs, Inc., a biotechnology company, from March 2020 to May 2022 and as Vice President of Early Phase Oncology and Immuno-oncology at Eli Lilly and Company, a global pharmaceutical company, from March 2018 to March 2020. From 2012 to 2018, Dr. Blackwell served as Director of the Women's Cancer Program, Professor of Medicine, and Associate Director for Strategic Relations at the Duke Cancer Institute where she led the clinical development teams for promising early stage therapeutics. Dr. Blackwell serves as a member of the board of directors of Century Therapeutics, Inc., a publicly-traded biotechnology company, since June 2021 and Incyclix Bio, LLC, a privately-held oncology therapeutics company, since December 2025. Dr. Blackwell formerly served as a member of the board of directors of Zentalis Pharmaceuticals, Inc., a publicly-traded clinical-stage biopharmaceutical company, from July 2020 to November 2024. Dr. Blackwell received an M.D. from the Mayo Clinic College of Medicine and Science and a B.A. in bioethics from Duke University.

We believe Dr. Blackwell is qualified to serve as a member of our Board of Directors because of her scientific background and significant experience in clinical and research efforts, as well as her experience serving in various leadership roles in the life sciences industry.

**Jan Skvarka, Ph.D, MBA**, has been a member of our board of directors since March 2023. Dr. Skvarka serves as the Chairman of DEM BioPharma, Inc, a privately held immune-oncology company, since March 2022 and as a member of the board of directors of Zentalis Pharmaceuticals, Inc., a publicly-traded clinical-stage biopharmaceutical company, since September 2022. He previously served as the Executive Chairman of GentiBio, Inc., a privately held biotherapeutics company, from June 2022 to November 2022. From September 2019 to November 2021, Dr. Skvarka was the President and Chief Executive Officer and a member of the board of directors of Trillium Therapeutics, Inc., a publicly-traded, clinical-stage immuno-oncology company, where he led a highly successful, 360-degree business transformation that produced a leading CD47 drug candidate, propelling Trillium from a \$16 million market capitalization to a \$2.3 billion acquisition by Pfizer Inc. in two years. From 2014 to January 2019, Dr. Skvarka served as the President and Chief Executive Officer of Tal Medical, a private clinical-stage neuromodulation company, where he developed and executed the company's strategy, built an accomplished leadership team, and oversaw its clinical development program. He also held roles of increasing responsibility at Bain & Company, most recently as a Partner, and was a leading member of Bain Healthcare Practice, with a focus on life sciences. Dr. Skvarka received a BS in business administration and a PhD in economics from the University of Economics in Bratislava, Slovakia, and an MBA from Harvard Business School.

We believe that Dr. Skvarka is qualified to serve as a member of our board of directors because of his extensive experience serving in various leadership roles in the life sciences industry.

### **Family Relationships and Legal Proceedings**

There are no family relationships between or among any of our directors or executive officers. The principal occupation and employment during the past five years of each of our directors was carried on, in each case except as specifically identified in this proxy statement, with a corporation or organization that is not a parent, subsidiary or other affiliate of us. There is no arrangement or understanding between any of our directors and any other person or persons pursuant to which he is to be selected as a director. There are no material legal proceedings to which any of our directors is a party adverse to us or any of our subsidiaries or in which any such person has a material interest adverse to us or our subsidiary.

## Executive Officers Who Are Not Directors

The following table identifies our executive officers who are not directors, and sets forth their current positions at Monte Rosa Therapeutics and their ages as of March 31, 2026.

Name	Position Held with Monte Rosa Therapeutics	Officer Since	Age
Filip Janku, M.D., Ph.D.	Chief Medical Officer	2021	52
Philip Nickson, Ph.D.	Chief Business and Legal Officer	2022	47
Sharon Townson, Ph.D.	Chief Scientific Officer	2021	51
Jennifer Champoux	Chief Operating Officer	2024	54

**Filip Janku, M.D., Ph.D.** has served as our Chief Medical Officer since June 2021. From February 2009 to May 2021, Dr. Janku served in various positions at The University of Texas MD Anderson Cancer Center, or MD Anderson, including Center Medical Director for MD Anderson's Clinical and Translational Research Center and Associate Professor in its Department of Investigational Cancer Therapeutics, where he focused his research on developing new cancer drugs, with an emphasis on personalized medicine. Dr. Janku has expertise in the innovative early-phase clinical development of new cancer drugs, with a special focus on proof-of-concept clinical studies of novel, biomarker-driven, personalized therapies. His work has been recognized with multiple awards, including the Emil Frei III Award for Excellence in Translational Research, the Sabin Family Fellow Award, the Khalifa Scholar Award, and the Sidney Kimmel Scholar Award. He has also authored or coauthored over 300 scientific articles in peer-reviewed journals. Dr. Janku received his M.D. and Ph.D. from Charles University in the Czech Republic.

**Philip Nickson, J.D., Ph.D.** has served as our Chief Business and Legal Officer since May 2024. From March 2022 to April 2024, Dr. Nickson served as our General Counsel. From March 2021 to March 2022, Dr. Nickson led our legal function serving as our Head of Legal Operations. From January 2012 to March 2021, Dr. Nickson served in various roles of increasing responsibility at Momenta Pharmaceuticals, acquired by Johnson and Johnson in October 2020, including most recently as Vice President of Intellectual Property and Associate General Counsel. From January 2006 to January 2012, Dr. Nickson served in various positions at the law firm Fish and Richardson, with a practice focusing on supporting small to mid-size biotech clients. Prior to practicing law, Dr. Nickson completed a post-doctoral research program at the Boston Biomedical Research Institute researching cardiomyocyte cell death. Dr. Nickson received his J.D. from Suffolk University and his Ph.D. from University of Manchester.

**Sharon Townson, Ph.D.**, has served as our Chief Scientific Officer since May 2024. From December 2020 to April 2024, Dr. Townson served as our Chief Technology Officer. Dr. Townson originally joined Monte Rosa on July 2020 as Vice President, Biomolecular Sciences and brings expertise in molecular glues and targeted protein degradation technology platforms. Prior to joining Monte Rosa, Dr. Townson served as Executive Director of Platform Biology at Kymera Therapeutics from April 2019 to July 2020. Previously, from June 2013 to December 2018, Dr. Townson served in various leadership roles at Warp Drive Bio and was responsible for developing their novel molecular glue approach to target KRAS. Dr. Townson began her career at Pfizer as a structural biologist and holds a Ph.D. in structural biology and biochemistry from the University of Manchester Institute of Technology.

**Jennifer Champoux**, has served as our Chief Operating Officer since May 2024. Ms. Champoux joined Monte Rosa on March 2021 as Senior Vice President of Operations. From March 2023 to May 2024, Ms. Champoux served as Chief People and Operations Officer. Prior to joining Monte Rosa, from May 2019 to March 2021, Ms. Champoux was Executive Director of Operations at H3 Biomedicine where she led the operations, communications, and finance operations teams. Prior to that, Ms. Champoux was a Director, Operations at H3 Biomedicine from June 2017 to May 2019. From February 2006 to May 2017, Ms. Champoux previously worked at Novartis Institutes for Biomedical Research and served in various roles of increasing responsibility, ultimately leading operations for the Discovery Chemistry group in Cambridge. Ms. Champoux started her career in several pharmaceutical development functions, including process chemistry, program management, and clinical operations at Merck and Array BioPharma. Ms. Champoux holds a B.S. in chemistry from University of Vermont and a M.S in organic chemistry from Indiana University.

**PROPOSAL NO. 2 – RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS MONTE ROSA THERAPEUTICS’ INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2026**

Monte Rosa Therapeutics’ stockholders are being asked to ratify the appointment by the audit committee of the board of directors of Deloitte & Touche LLP, or Deloitte, as Monte Rosa Therapeutics’ independent registered public accounting firm for the fiscal year ending December 31, 2026.

The audit committee is solely responsible for selecting Monte Rosa Therapeutics’ independent registered public accounting firm for the fiscal year ending December 31, 2026. Stockholder approval is not required to appoint Deloitte as Monte Rosa Therapeutics’ independent registered public accounting firm. However, the board of directors believes that submitting the appointment of Deloitte to the stockholders for ratification is good corporate governance. If the stockholders do not ratify this appointment, the audit committee will reconsider whether to retain Deloitte. If the selection of Deloitte is ratified, the audit committee, at its discretion, may direct the appointment of a different independent registered public accounting firm at any time it decides that such a change would be in the best interest of Monte Rosa Therapeutics and its stockholders.

A representative of Deloitte is expected to virtually attend the Annual Meeting and will have an opportunity to make a statement if he or she desires to do so and to respond to appropriate questions from our stockholders.

**Independent Registered Public Accounting Firm Fees**

We incurred the following fees from Deloitte for the audit of our consolidated financial statements and for other services provided during the years ended December 31, 2025 and 2024.

Fee Category	Fiscal Year 2025 (\$)	Fiscal Year 2024 (\$)
Audit fees	\$ 1,085,291	\$ 982,742
Audit-related fees	—	—
Tax fees	—	—
All other fees <sup>(1)</sup>	1,895	1,895
<b>Total Fees</b>	<b>\$ 1,087,186</b>	<b>\$ 984,637</b>

(1) All other fees for 2025 and 2024 were related to subscriptions to research databases.

**Audit Committee Pre-approval Policy and Procedures**

Our audit committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by our independent registered public accounting firm. This policy provides that we will not engage our independent registered public accounting firm to render audit or non-audit services unless the service is specifically approved in advance by our audit committee or the engagement is entered into pursuant to the pre-approval procedure described below.

From time to time, our audit committee may pre-approve specified types of services that are expected to be provided to us by our independent registered public accounting firm during the next 12 months. Any such pre-approval details the particular service or type of services to be provided and is also generally subject to a maximum dollar amount.

During fiscal years 2025 and 2024, no services were provided to us by Deloitte other than in accordance with the pre-approval policies and procedures described above.

**Vote Required and Board of Directors’ Recommendation**

The affirmative vote of a majority of the votes properly cast on this proposal is required to ratify the appointment of our independent public accountant, Deloitte. Abstentions and broker non-votes, if any, will have no effect on the results of this vote.

**The board of directors recommends voting “FOR” Proposal No. 2 to ratify the appointment of Deloitte & Touche LLP as Monte Rosa Therapeutics’ independent registered public accounting firm for the fiscal year ending December 31, 2026.**

## CORPORATE GOVERNANCE

### Director Nomination Process

Our nominating and corporate governance committee is responsible for identifying individuals qualified to serve as directors, consistent with criteria approved by our board of directors, and recommending such persons to be nominated for election as directors, except where we are legally required by contract, law or otherwise to provide third parties with the right to nominate.

The process followed by our nominating and corporate governance committee to identify and evaluate director candidates includes requests to board members and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates, and interviews of selected candidates by management, recruiters, members of the committee and our board. The qualifications, qualities and skills that our nominating and corporate governance committee believes must be met by a committee recommended nominee for a position on our board of directors are as follows:

- Nominees should demonstrate high standards of personal and professional ethics and integrity.
- Nominees should have proven achievement and competence in the nominee's field and the ability to exercise sound business judgment.
- Nominees should have skills that are complementary to those of the existing board.
- Nominees should have the education, expertise and business acumen to assist and support management and make significant contributions to the Company's success.
- Nominees should have an understanding of the fiduciary responsibilities that are required of a member of the board of directors and the commitment of time and energy necessary to diligently carry out those responsibilities.

Stockholders may recommend individuals to the nominating and corporate governance committee for consideration as potential director candidates. Any such proposals should be submitted to our corporate secretary at our principal executive offices no later than the close of business on the 90<sup>th</sup> day nor earlier than the close of business on the 120<sup>th</sup> day prior to the one-year anniversary of the date of the preceding year's annual meeting and should include appropriate biographical and background material to allow the nominating and corporate governance committee to properly evaluate the potential director candidate and the number of shares of our stock beneficially owned by the stockholder proposing the candidate. Stockholder proposals should be addressed to Monte Rosa Therapeutics, Inc., 321 Harrison Avenue, Suite 900, Boston, MA 02118, Attention: Corporate Secretary. Assuming that biographical and background materials have been provided on a timely basis in accordance with our bylaws, any recommendations received from stockholders will be evaluated in the same manner as potential nominees proposed by the nominating and corporate governance committee.

In addition, to comply with the SEC's new universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than our nominees must provide notice by the same deadline noted herein to submit a notice of nomination for the 2027 Annual Meeting of Stockholders. Such notice must comply with the additional requirements of Rule 14a-19(b).

If our board of directors determines to nominate a stockholder recommended candidate and recommends his or her election, then his or her name will be included on our proxy card for the next annual meeting of stockholders. See "Stockholder Proposals" for a discussion of submitting stockholder proposals.

### Director Independence

Our common stock was approved for listing on The Nasdaq Global Select Market. Under the Nasdaq listing rules, independent directors must comprise a majority of a listed company's board of directors within twelve months from the date of listing. In addition, the Nasdaq rules require that, subject to specified exceptions, each member of a listed company's audit, compensation and nominating and corporate governance committees be independent and that audit committee members also satisfy independence criteria set forth in Rule 10A-3 under the Exchange Act and that compensation committee members satisfy independence criteria set forth in Rule 10C-1 under the Exchange Act. Under applicable

Nasdaq rules, a director will only qualify as an “independent director” if, in the opinion of the listed company’s board of directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In order to be considered independent for purposes of Rule 10A-3 under the Exchange Act, a member of an audit committee of a listed company may not, other than in his or her capacity as a member of the audit committee, the board of directors, or any other board committee: (1) accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the listed company or any of its subsidiaries, other than compensation for board service; or (2) be an affiliated person of the listed company or any of its subsidiaries. In order to be considered independent for purposes of Rule 10C-1, the board of directors must consider, for each member of a compensation committee of a listed company, all factors specifically relevant to determining whether a director has a relationship to such company which is material to that director’s ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: the source of compensation of the director, including any consulting advisory or other compensatory fee paid by such company to the director, and whether the director is affiliated with the company or any of its subsidiaries or affiliates.

Our board of directors has determined that all members of the board of directors, except Markus Warmuth, are independent directors, including for purposes of the rules of Nasdaq and the SEC. In making such independence determination, our board of directors considered the relationships that each director has with us and all other facts and circumstances that our board of directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each director. In considering the independence of the directors listed above, our board of directors considered the association of our directors with the holders of more than 5% of our common stock. There are no family relationships among any of our directors or executive officers.

### Board Committees

Our board of directors has established an audit committee, a compensation committee, and a nominating and corporate governance committee. Each of the audit committee, compensation and nominating and corporate governance committee operates under a charter that satisfies the applicable standards of the SEC and Nasdaq. Each such committee reviews its respective charter at least annually. A current copy of the charter for each of the audit committee, compensation committee, and nominating and corporate governance committee is posted on the corporate governance section of our website, <https://ir.monterosatx.com/corporate-governance/documents-and-charters>. From time to time, our board of directors may establish certain committees for scientific, business or other matters.

The table below shows current membership for each of the standing committees of our board of directors.

Audit Committee	Compensation Committee	Nomination and Corporate Governance Committee
Christine Siu*	Kimberly L. Blackwell, M.D.*	Jan Skvarka, Ph.D, MBA*
Andrew Schiff, M.D.	Ali Behbahani, M.D.	Anthony Manning, Ph.D.
Chandra P. Leo, M.D.	Anthony Manning, Ph.D.	Eric Hughes, M.D., Ph.D.

\* Denotes committee chair.

### Audit Committee

Christine Siu, Andrew Schiff, M.D. and Chandra Leo, M.D. serve on the audit committee, which is chaired by Christine Siu. Our board of directors has determined that each member of the audit committee is “independent” for audit committee purposes as that term is defined by the rules of the SEC and Nasdaq, and that each has sufficient knowledge in financial and auditing matters to serve on the audit committee. Our board of directors has designated Christine Siu as an “audit committee financial expert,” as defined under the applicable rules of the SEC. During the fiscal year ended December 31, 2025, the audit committee met four (4) times. The audit committee’s responsibilities include:

- appointing, approving the compensation of, and assessing the independence of our independent registered public accounting firm;

- pre-approving auditing and permissible non-audit services, and the terms of such services, to be provided by our independent registered public accounting firm;
- reviewing the overall audit plan with our independent registered public accounting firm and members of management responsible for preparing our financial statements;
- reviewing and discussing with management and our independent registered public accounting firm our annual and quarterly financial statements and related disclosures as well as critical accounting policies and practices used by us;
- coordinating the oversight and reviewing the adequacy of our internal control over financial reporting;
- establishing policies and procedures for the receipt and retention of accounting-related complaints and concerns;
- recommending based upon the audit committee's review and discussions with management and our independent registered public accounting firm whether our audited financial statements shall be included in our Annual Report on Form 10-K;
- monitoring the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to our financial statements and accounting matters;
- preparing the audit committee report required by SEC rules to be included in our annual proxy statement;
- reviewing all related person transactions for potential conflict of interest situations and approving all such transactions;
- reviewing quarterly earnings releases. All audit and non-audit services, other than de minimis non-audit services, to be provided to us by our independent registered public accounting firm must be approved in advance by our audit committee; and
- discussing the Company's risk assessment and management guidelines, including the Company's major financial risk exposures, cybersecurity risks and the steps that the Company's management has taken to monitor and control such exposures and risks.

#### **Compensation Committee**

Ali Behbahani, M.D., Kimberly L. Blackwell, M.D. and Anthony Manning, Ph.D. serve on the compensation committee, which is chaired by Kimberly L. Blackwell, M.D. Our board of directors has determined that each member of the compensation committee is "independent" as defined in the applicable Nasdaq rules. During the fiscal year ended December 31, 2025, the compensation committee met five (5) times. The compensation committee's responsibilities include:

- annually reviewing and recommending to the board of directors corporate goals and objectives relevant to the compensation of our chief executive officer;
- evaluating the performance of our chief executive officer in light of such corporate goals and objectives and based on such evaluation (i) determine the cash compensation of our chief executive officer and (ii) reviewing and approving grants and awards to our chief executive officer under equity-based plans;
- reviewing and approving the compensation of our other executive officers;
- reviewing and establishing our overall management compensation, philosophy, and policy;
- overseeing and administering our compensation and similar plans;
- evaluating and assessing potential and current compensation advisors in accordance with the independence standards identified in the applicable Nasdaq rules;
- reviewing and making recommendations to our board of directors about our policies and procedures for the grant of equity-based awards;

- preparing the compensation committee report required by SEC rules, if and when required, to be included in our annual proxy statement;
- reviewing and discussing annually with management our “Compensation Discussion and Analysis,” if and when required, to be included in our annual proxy statement; and
- reviewing and approving the retention or termination of any consulting firm or outside advisor to assist in the evaluation of compensation matters.

Radford, an Aon Hewitt Company, or Radford, has served as the compensation committee’s independent compensation consultant since 2022. Radford reports directly to the compensation committee, and the compensation committee has the sole authority to hire, terminate and direct the work of Radford. Radford provides various executive compensation services to the compensation committee, including an analysis of executive compensation as relates to base salary, target annual cash incentives and long-term equity incentives for executive officers and advice on evolving industry practices and market information. As part of its engagement, Radford assists our compensation committee in developing an appropriate group of peer companies to help us determine the appropriate level of overall compensation for our executive officers, as well as assess each separate element of compensation, with a goal of ensuring that the compensation we offer to our executive officers is competitive and fair. Radford also provides the compensation committee with advice and analysis regarding compensation of non-employee directors. The compensation committee has assessed the independence of Radford pursuant to SEC and Nasdaq rules and concluded that the work of Radford for the compensation committee does not raise any conflict of interest.

#### ***Nominating and Corporate Governance Committee***

Anthony Manning, Ph.D., Eric Hughes, M.D., Ph.D. and Jan Skvarka, Ph.D, MBA, serve on the nominating and corporate governance committee, which is chaired by Jan Skvarka, Ph.D, MBA. Our board of directors has determined that each member of the nominating and corporate governance committee is “independent” as defined in the applicable Nasdaq rules. During the fiscal year ended December 31, 2025, the nominating and corporate governance committee met two (2) times. The nominating and corporate governance committee’s responsibilities include:

- developing and recommending to the board of directors criteria for board and committee membership;
- establishing procedures for identifying and evaluating board of director candidates, including nominees recommended by stockholders;
- reviewing the composition of the board of directors to ensure that it is composed of members containing the appropriate skills and expertise to advise us;
- identifying individuals qualified to become members of the board of directors;
- recommending to the board of directors the persons to be nominated for election as directors and to each of the board’s committees;
- reviewing and discussing with the board of directors corporate succession plans for our chief executive officer and other key officers;
- developing and recommending to the board of directors a code of business conduct and ethics and a set of corporate governance guidelines; and
- overseeing the evaluation of our board of directors.

The nominating and corporate governance committee considers candidates for board of director membership suggested by its members and our Chief Executive Officer. Additionally, in selecting nominees for directors, the nominating and corporate governance committee will review candidates recommended by stockholders in the same manner and using the same general criteria as candidates recruited by the committee and/or recommended by our board of directors. Any stockholder who wishes to recommend a candidate for consideration by the committee as a nominee for director should follow the procedures described in this proxy statement under the heading “Stockholder Proposals.” The nominating

and corporate governance committee will also consider whether to nominate any person proposed by a stockholder in accordance with the provisions of our bylaws relating to stockholder nominations as described in this proxy statement under the heading “Stockholder Proposals.”

### **Identifying and Evaluating Director Nominees**

Our board of directors is responsible for filling vacancies on our board of directors and for nominating candidates for election by our stockholders each year in the class of directors whose term expires at the relevant annual meeting. The board of directors delegates the selection and nomination process to the nominating and corporate governance committee, with the expectation that other members of the board of directors, and of management, will be requested to take part in the process as appropriate.

Generally, the nominating and corporate governance committee identifies candidates for director nominees in consultation with management, through the recommendations submitted by stockholders or through such other methods as the nominating and corporate governance committee deems to be helpful to identify candidates. Once candidates have been identified, the nominating and corporate governance committee confirms that the candidates meet all of the minimum qualifications for director nominees established by the nominating and corporate governance committee. The nominating and corporate governance committee may gather information about the candidates through interviews, detailed questionnaires, comprehensive background checks or any other means that the nominating and corporate governance committee deems to be appropriate in the evaluation process. The nominating and corporate governance committee then meets as a group to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of our board of directors. Based on the results of the evaluation process, the nominating and corporate governance committee recommends candidates for the board of directors’ approval to fill a vacancy or as director nominees for election to the board of directors by our stockholders each year in the class of directors whose term expires at the relevant annual meeting.

### **Board and Committee Meetings Attendance**

The full board of directors met eleven (11) times during 2025. During 2025, each member of the board of directors attended in person or participated in 75% or more of the aggregate of (i) the total number of meetings of the board of directors (held during the period for which such person has been a director), and (ii) the total number of meetings held by all committees of the board of directors on which such person served (during the periods that such person served). The Company encourages its directors to attend the annual meeting of stockholders.

### **Director Attendance at Annual Meeting of Stockholders**

Directors are responsible for attending the annual meeting of stockholders to the extent practicable. All of our directors attended our 2025 annual meeting of stockholders.

### **Insider Trading Policies and Procedures**

We have adopted an insider trading policy that governs the purchase, sale, and/or other transactions of our securities by our directors, officers, employees and designated consultants that we believe is reasonably designed to promote compliance with applicable insider trading laws, rules and regulations, and listing standards applicable to us. A copy of our insider trading policy is filed as Exhibit 19.1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2025. In addition, with regard to trading in our own securities, it is our policy to comply with the federal securities laws and the applicable exchange listing requirements.

Our insider trading policy prohibits our directors, officers, employees and certain designated consultants, and their affiliated persons, from trading in company securities while in possession of material nonpublic information about our company. The policy also prohibits tipping (i.e., disclosing material nonpublic information about our company to others who may trade on the basis of that information). Under our insider trading policy, designated insiders may only trade in company securities at a time when they do not possess material nonpublic information about our company. We also require our directors, officers and certain other employees to receive approval before trading in company securities. Our insider trading policy also expressly prohibits short sales; purchases or sales of puts, calls, or other derivative securities or hedging transactions; using company securities as collateral in a margin account; or pledging company

securities as collateral for a loan. Any waiver of the provisions of this policy requires the approval of our Audit Committee. To date, no such requests have been made or approved. We have also adopted an additional policy that governs adoption, modification and termination of written securities trading plans, known as Rule 10b5-1 plans, by our directors, executive officers and certain other persons. Our policy provides that all Rule 10b5-1 plans must comply with SEC rules applicable to the Rule 10b5-1 safe harbor and imposes additional requirements and limitations.

### **Code of Business Conduct and Ethics**

We have adopted a written code of business conduct and ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A current copy of the code is posted on the corporate governance section of our website, which is located at <https://ir.monterosatx.com/corporate-governance/documents-and-charters>. If we make any substantive amendments to, or grant any waivers from, the code of business conduct and ethics for any officer or director, we will disclose the nature of such amendment or waiver on our website or in a Current Report on Form 8-K.

### **Board Leadership Structure and Board's Role in Risk Oversight**

Currently, the role of chairman of the board is separated from the role of Chief Executive Officer, and we plan to keep these roles separate. We believe that separating these positions allows our Chief Executive Officer to focus on our day-to-day business, while allowing the chairman of the board to lead the board of directors in its fundamental role of providing advice to and independent oversight of management. Our board of directors recognizes the time, effort, and energy that the Chief Executive Officer is required to devote to his position in the current business environment, as well as the commitment required to serve as our chairman, particularly as the board of directors' oversight responsibilities continue to grow. While our bylaws and our corporate governance guidelines do not require that our chairman and Chief Executive Officer positions be separate, our board of directors believes that having separate positions is the appropriate leadership structure for us at this time and demonstrates our commitment to good corporate governance.

Risk is inherent to every business, and how well a business manages risk can ultimately determine its success. We face a number of risks, including risks relating to our financial condition, development and commercialization activities, operations, strategic direction and intellectual property. Management is responsible for the day-to-day management of risks we face, while our board of directors, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, our board of directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

The role of the board of directors in overseeing the management of our risks is conducted primarily through committees of the board of directors, as disclosed in the descriptions of each of the committees above and in the charters of each of the committees. The full board of directors (or the appropriate board committee in the case of risks that are under the purview of a particular committee) discusses with management our major risk exposures, their potential impact on us, and the steps we take to manage them. When a board committee is responsible for evaluating and overseeing the management of a particular risk or risks, the chairman of the relevant committee reports on the discussion to the full board of directors during the committee reports portion of the next board meeting. This enables the board of directors and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships.

### **Communication with the Directors of Monte Rosa Therapeutics**

Any interested party with concerns about our Company may report such concerns to the board of directors or the chairman of our board of directors and nominating and corporate governance committee, by submitting a written communication to the attention of such director at the following address:

c/o Monte Rosa Therapeutics, Inc.  
321 Harrison Avenue, Suite 900  
Boston, MA 02118

You may submit your concern anonymously or confidentially by postal mail. You may also indicate whether you are a stockholder, customer, supplier or other interested party.

A copy of any such written communication may also be forwarded to the Company's general counsel and a copy of such communication may be retained for a reasonable period of time. The director may discuss the matter with the Company's general counsel, with independent advisors, with non-management directors, or with the Company's management, or may take other action or no action as the director determines in good faith, using reasonable judgment and applying his or her own discretion.

Communications may be forwarded to other directors if they relate to important substantive matters and include suggestions or comments that may be important for other directors to know. In general, communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs, personal grievances and matters as to which we tend to receive repetitive or duplicative communications.

The audit committee oversees the procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or audit matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, internal accounting controls or auditing matters. The Company has also established a toll-free telephone number for the reporting of such activity, which is (844) 426-0141.

### Director Compensation

The table below shows all compensation earned by or paid to our non-employee directors during the year ended December 31, 2025, or fiscal year 2025. During fiscal year 2025, Markus Warmuth, M.D., our President and Chief Executive Officer, served as a member of our board of directors, as well as an employee, and received no additional compensation for his services as a member of our board of directors in 2025. Dr. Warmuth's compensation for service as an employee during fiscal years 2024 and 2025 is set forth in the section of this Proxy Statement captioned "Executive Compensation — 2025 Summary Compensation Table."

### Non-Employee Director Compensation Table

Name	Fees earned or paid in cash (\$)	Option awards \$(2)(3)	Total (\$)
Ali Behbahani, M.D.	47,500	107,686	155,186
Kimberly Blackwell, M.D.	55,000	107,686	162,686
Eric Hughes, M.D., Ph.D	42,917	107,686	150,603
Chandra P. Leo, M.D. <sup>(1)</sup>	—	—	—
Anthony Manning, Ph.D	52,083	107,686	159,769
Andrew Schiff, M.D.	79,167	107,686	186,853
Christine Siu	55,000	107,686	162,686
Jan Skvarka, Ph.D, MBA	49,167	107,686	156,853

- (1) Dr. Leo has declined cash compensation and option awards that he is eligible to receive for his service on the Board of Directors and the Audit Committee.
- (2) The amounts reflect the grant date fair value of stock options granted in 2025 in accordance with Financial Accounting Standards Board, or FASB Accounting Standards Codification, or ASC Topic 718. Such grant date fair values do not take into account any estimated forfeitures related to service-based vesting conditions. The assumptions used in calculating the grant date fair value of the stock options reported in this column are set forth in Note 11 to the financial statements included in our 2025 Annual Report. The amounts reported in this column reflect the accounting cost for these stock options and do not correspond to the actual economic value that may be received by our non-employee directors upon the exercise of such options.

(3) As of December 31, 2025, each director held options to purchase shares of the Company's common stock as follows:

Name	Aggregate Number of Shares Subject to Stock Options
Ali Behbahani, M.D.	135,432
Kimberly Blackwell, M.D.	171,363
Eric Hughes, M.D., Ph.D	74,900
Chandra P. Leo, M.D.	—
Anthony Manning, Ph.D	93,800
Andrew Schiff, M.D.	135,432
Christine Siu	171,363
Jan Skvarka, Ph.D, MBA	114,300

### Non-Employee Director Compensation Policy

Our non-employee directors are compensated pursuant to a formal policy, which we most recently amended and restated in June 2025, pursuant to which we pay our non-employee directors a cash retainer for service on the board of directors and for service on each committee on which the director is a member. The chairman of each committee receives a higher retainer for such service. The fees paid to non-employee directors for service on the board of directors and for service on each committee of the board of directors on which the director is a member are as follows:

<b>Annual Retainer for Board Membership</b>	
Annual service on the board of directors	\$ 40,000
Additional compensation for service as non-executive chair of the board of directors	\$ 30,000
<b>Additional Annual Retainer for Committee Membership</b>	
Annual service as member of the Audit Committee or the Compensation Committee (other than chair)	\$ 7,500
Annual service as chair of the Audit Committee or the Compensation Committee	\$ 15,000
Annual service as member of the Nominating and Corporate Governance Committee (other than chair)	\$ 5,000*
Annual service as chair of the Nominating and Corporate Governance Committee	\$ 10,000**

\* Increased from \$4,000 to \$5,000 in June 2025.

\*\* Increased from \$8,000 to \$10,000 in June 2025.

Non-employee directors are given the opportunity to elect to receive all or a portion of their cash retainer and committee fees in the form of an equity award of unrestricted shares having a grant date fair value equal to the amount (or portion of the amount) of such retainer and committee fees. We also reimburse our non-employee directors for reasonable out-of-pocket expenses incurred by our non-employee directors in connection with attending our meetings of the board of directors and committees thereof.

During 2025, pursuant to the terms of the non-employee director compensation policy then in effect, each new non-employee director elected to our board of directors was eligible to receive an option to purchase 61,400 shares of our common stock on the date of such director's election or appointment to the board of directors, which would vest ratably in thirty-six (36) equal monthly installments following the grant date, subject to the director's continued service on our board of directors through such vesting date and subject to 100% acceleration upon a change in control. In addition, on the date of our 2025 annual meeting of stockholders of our company, each continuing non-employee director was granted an option to purchase 30,700 shares of our common stock, which vests in full upon the earlier to occur of the first anniversary of the date of grant or the date of the next annual meeting, subject to the director's continued service on our board of directors through such vesting date and subject to 100% acceleration upon a change in control.

This program is intended to provide a total compensation package that enables us to attract and retain qualified and experienced individuals to serve as directors and to align our directors' interests with those of our stockholders.

Employee directors receive no additional compensation for their service as a director.

### Executive Compensation

As an "emerging growth company," we have opted to comply with the executive compensation disclosure rules applicable to "smaller reporting companies," as such term is defined in the rules promulgated under the Securities Act. This section provides an overview of the compensation awarded to, earned by, or paid to each individual who served as our principal executive officer during our fiscal year 2025, and our next two most highly compensated executive officers in respect of their service to our Company for fiscal year 2025. We refer to these individuals as our named executive officers. Our named executive officers for fiscal year 2025 are:

- (1) Markus Warmuth, M.D., our President and Chief Executive Officer;
- (2) Filip Janku, M.D., Ph.D., our Chief Medical Officer; and
- (3) Philip Nickson, J.D., Ph.D., our Chief Business and Legal Officer.

### 2025 Summary Compensation Table

The following table presents the compensation awarded to, earned by or paid to each of our named executive officers for the years indicated.

Name and principal position	Year	Salary (\$)	Stock Awards \$(1)	Option Awards \$(1)	Non-Equity Incentive Plan Compen- sation \$(2)	All Other Compen- sation \$(3)	Total (\$)
<b>Markus Warmuth, M.D.</b>	2025	650,000	910,080	3,043,648	429,000	—	5,032,728
Chief Executive Officer	2024	616,400	—	1,469,981	354,430	—	2,440,811
<b>Filip Janku, M.D., Ph.D.</b>	2025	520,000	255,960	852,221	299,600	14,000	1,941,781
Chief Medical Officer	2024	500,000	—	514,069	230,000	13,800	1,257,869
<b>Phil Nickson, Ph.D.</b>	2025	520,000	255,960	852,221	299,600	14,000	1,941,781
Chief Business and Legal Officer	2024	473,611	—	582,827	217,390	13,800	1,287,628

- (1) Amounts reported represent the aggregate grant date fair value of the restricted stock unit awards and stock options awards to the named executive officers during the applicable fiscal years, calculated in accordance with ASC Topic 718. Such grant date fair value does not take into account any estimated forfeitures. The assumptions used in calculating the grant date fair value of the awards reported in this column are set forth in Note 11 to the financial statements included in our 2025 Annual Report. The amounts reported in this column reflect the accounting cost for the restricted stock units and stock options and does not correspond to the actual economic value that may be received upon the settlement of the restricted stock units, exercise of the stock options or any sale of any of the underlying shares of common stock.
- (2) The amounts reported represent bonuses paid under our Senior Executive Cash Incentive Bonus Plan based upon achievement of certain company and individual performance metrics.
- (3) Amounts reported represent the matching contributions to the Company's 401(k) plan.

### Narrative to 2025 Summary Compensation Table

Our board of directors and compensation committee review compensation annually for our executive officers. In setting executive base salaries and bonuses and granting equity incentive awards, we consider compensation for comparable positions in the market, the historical compensation levels of our executives, individual performance as compared to our expectations and objectives, our desire to motivate our employees to achieve short- and long-term results that are in the best interests of our stockholders, and a long-term commitment to our Company. We target a general competitive position,

based on independent third-party benchmark analytics to inform the mix of compensation of base salary, bonus or long-term incentives.

Our compensation committee is authorized to retain the services of one or more executive compensation advisors, as it sees fit, in connection with the establishment of our executive compensation programs and related policies. In fiscal year 2025, the compensation committee continued to retain Radford, an AonHewitt Company, or Radford, to provide it with market information, analysis and other advice relating to executive compensation on an ongoing basis. The compensation committee engaged Radford to, among other things, assist in developing a group of peer companies to help us determine overall compensation for our executive officers, as well as to assess each separate element of compensation. The goal was to ensure that the compensation we offer to our executive officers, individually as well as in the aggregate, is competitive and aligned with our business and executive talent requirements. We do not believe the retention of, and the work performed by, Radford creates any conflict of interest because Radford performs no other work for the Company besides advising the compensation committee.

Our compensation committee is responsible for determining the compensation for all executive officers. Based on its discretion, taking into account the factors noted above, the compensation committee sets the compensation for each executive officer, including for the Chief Executive Officer, without the Chief Executive Officer present.

#### **Base Salaries**

Base salaries for our named executive officers are reviewed periodically and adjusted from time to time based on factors including market-competitive compensation levels, job responsibilities, individual performance and experience. The 2025 base salaries for Dr. Warmuth, Dr. Janku, and Dr. Nickson were \$650,000, \$520,000, and \$520,000, respectively.

#### **Annual Bonuses**

For the fiscal year 2025, each named executive officer was eligible to earn an annual cash bonus pursuant to our Senior Executive Cash Incentive Bonus Plan based on achievement of certain company and individual-performance goals as determined by the Company in its sole discretion. The target annual bonus for each of Dr. Warmuth, Dr. Janku, and Dr. Nickson was 55%, 40%, and 40% of each of the named executive officer's annual base salary.

#### **Equity Compensation**

Our equity grant program is intended to align the interests of our named executive officers with those of our stockholders and to motivate them to make important contributions to our performance. In 2025, we granted stock options to each of our named executive officers, as reflected in the "Outstanding Equity Awards at 2025 Fiscal Year End Table" below.

#### **401(k) Plan**

We maintain a tax-qualified retirement plan that provides all regular U.S. employees with an opportunity to save for retirement on a tax-advantaged basis. Under our 401(k) plan, participants may elect to defer a portion of their compensation on a pre-tax basis or after tax (Roth) basis subject to applicable annual limits under the Code. Pre-tax contributions are allocated to each participant's individual account and are then invested in selected investment alternatives according to the participants' directions. Employee elective deferrals are 100% vested at all times. As a U.S. tax-qualified retirement plan, contributions to the 401(k) plan and earnings on those contributions are not taxable to the employees until distributed from the 401(k) plan and all contributions are deductible by us when made and earnings on Roth contributions are not taxable when distributed from the 401(k) Plan. We make safe-harbor match contributions of 100% of the first 4% of each participant's eligible compensation.

#### **Other Benefits**

Our named executive officers are eligible to participate in our employee benefit plans on the same basis as our other employees, including our health and welfare plans.

#### **Outstanding Equity Awards at 2025 Fiscal Year End Table**

The following table presents information regarding all outstanding stock options and stock awards held by each of our named executive officers on December 31, 2025.

Name	Option awards				Stock awards	
	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable	Option exercise price (\$)	Option expiration date	Number of shares or units of stock that have not vested (#)	Market value of shares or units of stock that have not vested (\$) <sup>(14)</sup>
Markus Warmuth, M.D.	786,756	— <sup>(1)</sup>	2.19	12/4/2030		
	538,517	— <sup>(2)</sup>	6.14	4/12/2031		
	141,622	— <sup>(3)</sup>	19.00	6/24/2031		
	295,875	19,725 <sup>(4)</sup>	13.41	3/1/2032		
	344,166	127,834 <sup>(5)</sup>	7.78	1/3/2033		
	165,791	180,209 <sup>(6)</sup>	5.71	1/2/2034		
	—	575,000 <sup>(7)</sup>	7.11	1/2/2035		
				128,000 <sup>(13)</sup>	2,007,040	
Filip Janku, M.D., Ph.D.	387,069	— <sup>(8)</sup>	19.00	6/24/2031		
	81,093	5,407 <sup>(4)</sup>	13.41	3/1/2032		
	72,000	30,000 <sup>(9)</sup>	7.35	10/3/2032		
	98,437	36,563 <sup>(5)</sup>	7.78	1/3/2033		
	57,979	63,021 <sup>(6)</sup>	5.71	1/2/2034		
	—	161,000 <sup>(7)</sup>	7.11	1/2/2035		
				36,000 <sup>(13)</sup>	564,480	
Philip Nickson, J.D., Ph.D.	65,146	— <sup>(10)</sup>	7.87	5/17/2031		
	50,974	— <sup>(11)</sup>	19.00	6/24/2031		
	66,187	4,413 <sup>(4)</sup>	13.41	3/1/2032		
	90,161	33,489 <sup>(5)</sup>	7.78	1/3/2033		
	52,229	56,771 <sup>(6)</sup>	5.71	1/2/2034		
	15,833	24,167 <sup>(12)</sup>	3.98	6/3/2034		
	—	161,000 <sup>(7)</sup>	7.11	1/2/2035		
				36,000 <sup>(13)</sup>	564,480	

- (1) Subject to the executive's continuous service, the shares subject to this option vested 25% on December 4, 2021 and in 1/48th increments monthly thereafter.
- (2) Subject to the executive's continuous service, the shares subject to this option vested 25% on April 9, 2022 and in 1/48th increments monthly thereafter.
- (3) Subject to the executive's continuous service, the shares subject to this option vested 25% on May 28, 2022 and in 1/48th increments monthly thereafter.
- (4) Subject to the executive's continuous service, the shares subject to this option vest 25% on March 1, 2023 and in 1/48th increments monthly thereafter.
- (5) Subject to the executive's continuous service, the shares subject to this option vest 25% on January 3, 2024 and in 1/48th increments monthly thereafter.
- (6) Subject to the executive's continuous service, the shares subject to this option vest 25% on January 1, 2025 and in 1/48th increments monthly thereafter.
- (7) Subject to the executive's continuous service, the shares subject to this option vest 25% on January 2, 2026 and in 1/48th increments monthly thereafter.

- (8) Subject to the executive's continuous service, the shares subject to this option vested 25% on June 1, 2022 and in 1/48th increments monthly thereafter.
- (9) Subject to the executive's continuous service, the shares subject to this option vest as follows: 36,000 shares satisfied a performance-based vesting condition on November 1, 2022, and vested in one lump installment on May 1, 2024, 36,000 shares satisfied a performance-based vesting condition on December 15, 2022, and vested in one lump installment on June 15, 2024, and 30,000 shares satisfied a performance-based vesting condition on September 13, 2024, and vested in one lump installment on March 13, 2026.
- (10) Subject to the executive's continuous service, the shares subject to this option vested 25% on May 10, 2022 and in 1/48th increments monthly thereafter.
- (11) Subject to the executive's continuous service, the shares subject to this option vested 25% on June 24, 2022 and in 1/48th increments monthly thereafter.
- (12) Subject to the executive's continuous service, the shares subject to this option vest 25% on May 28, 2025 and in 1/48th increments monthly thereafter.
- (13) Subject to the executive's continuous service, the RSUs vest 25% on January 2, 2026, with the remainder vesting in three equal annual installments thereafter.
- (14) This column provides the value of unvested RSUs based on the closing price of our stock on December 31, 2025, which was \$15.68.

#### ***Employment Arrangements with Our Named Executive Officers***

We entered into employment agreements with each of Dr. Warmuth, Dr. Janku, and Dr. Nickson, effective upon our initial public offering in 2021. The employment agreements contain substantially similar terms that provide for each of the named executive officer's continued employment and annual base salary, and set forth the terms of their annual bonus, the at-will nature of their employment, certain expense reimbursements, the terms of severance payments payable upon certain terminations of employment and their eligibility to participate in our benefit plans generally.

In the event that Dr. Warmuth's, Dr. Janku's, or Dr. Nickson's service with the Company is terminated without "cause" or for "good reason" (in each case, as defined in his employment agreement), within three month prior to or twelve months after a "change in control" (as defined in his employment agreement), such named executive officer will be entitled to the following severance benefits, subject to the executive executing a separation agreement and it becoming effective, (i) a lump-sum payment equal to equal to the sum of (a) 12 months (or, in the case of Dr. Warmuth, 18 months) of such named executive officer's then-current base salary or the base salary in effect immediately prior to the change in control, if higher, plus (b) one times (or, in the case of Dr. Warmuth, 1.5 times) such named executive officer's annual target bonus for the then-current year; (ii) up to 12 months (or, in the case of Dr. Warmuth, 18 months) of the employer portion of COBRA premium payments; and (iii) in the case of Dr. Warmuth, any vested stock options granted prior to the effective date of his employment agreement shall be exercisable until the earlier of the expiration date of such options or the first anniversary of his date of termination unless the equity documents pursuant to which such stock options are granted require or authorize earlier termination in connection with a liquidation or sale of the Company.

In the event that Dr. Warmuth's service with the Company is terminated without "cause" or for "good reason," in each case, other than in connection with a change in control, such named executive officer will be entitled to the following severance benefits, subject to such executive executing a separation agreement and release and it becoming effective: (i) payments equal to the sum of (a) 12 months of Dr. Warmuth's then-current base salary, plus (b) his annual target bonus for the then-current year; and (ii) up to 12 months of the employer portion of COBRA premium payments.

In the event that Dr. Janku's or Dr. Nickson's service with the Company is terminated without "cause" or for "good reason," in each case, other than in connection with a change in control, such named executive officer will be entitled to the following severance benefits, subject to such executive executing a separation agreement and release and it becoming effective: (i) payments equal to 12 months of such

named executive officer's then-current base salary, and (ii) up to 12 months of the employer portion of COBRA premium payments.

Upon the occurrence of a change of control, all payments and benefits received by Dr. Warmuth, Dr. Janku, and Dr. Nickson in connection with a change of control that constitute "excess parachute payments" under Section 280G of the Code will be subject to a modified economic cutback treatment such that the "excess parachute payments" to be received by each such affected named executive officer will either be (i) paid in full or (ii) reduced below such named executive officer's threshold amount under Code Section 280G in order to avoid triggering the excise tax that would otherwise be payable on such "excess parachute payment" amounts.

In addition, each of our named executive officers previously entered into our standard confidential information, non-competition, non-solicitation, and invention assignment agreement with us which continues to remain in effect and contains protections of confidential information, requires the assignment of inventions and contains other restrictive covenants.

#### **Policy on Trading, Pledging and Hedging of Company Stock**

Certain transactions in our securities (such as purchases and sales of publicly traded put and call options, and short sales) create a heightened compliance risk or could create the appearance of misalignment between management and stockholders. In addition, securities held in a margin account or pledged as collateral may be sold without consent if the owner fails to meet a margin call or defaults on the loan, thus creating the risk that a sale may occur at a time when an officer or director is aware of material, non-public information or otherwise is not permitted to trade in Company securities. Our insider trading policy expressly prohibits derivative transactions of our stock by our executive officers, directors and employees. Our insider trading policy expressly prohibits purchases of any derivative securities that provide the economic equivalent of ownership.

#### **Compensation Recovery Policy (Clawback Policy)**

On September 27, 2023, we adopted a Compensation Recovery Policy (the "Clawback Policy") in compliance with the requirements of the Dodd-Frank Act, final SEC rules and applicable Nasdaq listing standards (the "final clawback rules"), which covers our current and former executive officers, including all of our named executive officers. Under the Clawback Policy, in the event that we are required to prepare a restatement of our previously issued financial statements due to our material noncompliance with any financial reporting requirement under securities laws, we are required to recover (subject to certain limited exceptions described in the Clawback Policy and permitted under the final clawback rules) any cash or equity incentive-based compensation received by any current or former executive officer after the effective date of the Clawback Policy and in the three years prior to the date we are required to restate our financial statements that is in excess of the amount that would have been received based on the restated financial statements.

#### **Policy on the Timing of Awards of Options and Other Option-Like Instruments**

Our compensation committee has generally granted annual equity awards, including stock option grants to our named executive officers, in the first quarter of each fiscal year, specifically early January. In addition, new hires receive stock option grants at the time of their hiring. Eligible employees, including our named executive officers, may voluntarily enroll in our Employee Stock Purchase Plan and receive an option to purchase shares at a discount using payroll deductions accumulated during the prior six months, with purchase dates occurring at the Administrator's (as defined under the Employee Stock Purchase Plan) discretion. During 2025, our compensation committee did not take into account any material nonpublic information when determining the timing and terms of equity incentive awards, and we did not time the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation. During 2025, we did not grant stock options to our named executive officers during any period beginning four business days before and ending one business day after the filing or furnishing of a Form 10-Q, 10-K or 8-K that discloses material nonpublic information.

## Compensation Risk Assessment

We believe that although a portion of the compensation provided to our named executive officers and other employees is performance-based, our executive compensation program does not encourage excessive or unnecessary risk taking. Our compensation programs are designed to encourage our named executive officers and other employees to remain focused on both short-term and long-term strategic goals, in particular in connection with our pay-for-performance compensation philosophy. As a result, we do not believe that our compensation programs are reasonably likely to have a material adverse effect on us.

## Equity Compensation Plan Information

The following table provides information as of December 31, 2025 with respect to the shares of our common stock that may be issued under our existing equity compensation plans. Subsequent to December 31, 2025, we adopted the 2026 Inducement Plan.

Plan Category	Equity Compensation Plan Information		
	Number of securities to be issued upon exercise of outstanding options, warrants and rights #(a)	Weighted average exercise price of outstanding options, warrants and rights \$(b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities in first column (a)) #(c)
Equity compensation plans approved by security holders <sup>(1)</sup>	14,840,364 <sup>(2)</sup>	\$ 7.34 <sup>(3)</sup>	3,957,083 <sup>(4)(5)</sup>
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>14,840,364</b>	<b>\$ 7.34</b>	<b>3,957,083</b>

- (1) Consists of the Monte Rosa Therapeutics, Inc. 2021 Stock Option and Incentive Plan, or the 2021 Plan, the Monte Rosa Therapeutics, Inc. 2020 Stock Option and Grant Plan, or the 2020 Plan, and the Monte Rosa Therapeutics, Inc. 2021 Employee Stock Purchase Plan, or the 2021 ESPP.
- (2) Consists of 14,064,599 shares issuable upon the exercise of outstanding options under the 2020 Plan and the 2021 Plan and 775,765 shares issuable upon the vesting of restricted stock units under the 2021 Plan. This does not include purchase rights under the 2021 ESPP because the purchase right (and therefore the number of shares to be purchased) will not be determined until the end of the current purchase period.
- (3) The weighted-average exercise price reflected in this column does not include restricted stock units outstanding as they do not have an exercise price.
- (4) As of December 31, 2025, there were 2,271,328 shares available for grant under the 2021 Plan and 1,685,755 shares available for purchase under the 2021 ESPP. There are no shares that may be issued from the 2020 Plan as of December 31, 2025.
- (5) The 2021 Plan has an evergreen provision whereby the number of shares of common stock reserved and available for issuance under the 2021 Plan is subject to an automatic annual increase on each January 1, beginning in 2022, by an amount equal to five percent of the number of shares of common stock issued and outstanding on the immediately preceding December 31<sup>st</sup> or such lesser number of shares of common stock as determined by the Administrator (as defined in the 2021 Plan). Accordingly, on January 1, 2026, the number of shares of common stock reserved and available for issuance under the 2021 Plan increased by 3,277,186. The number in column (c) does not include such shares. No grants have been made or will be made under the 2020 Plan following our initial public offering. The 2021 ESPP has an evergreen provision whereby the number of shares of common stock reserved and available for purchase under the

2021 ESPP is subject to an automatic increase on each January 1, beginning in 2022, by the least of (i) 1% of the number of shares issued and outstanding on the immediately preceding December 31, (ii) 439,849 shares and (iii) such number of shares as determined by the Administrator (as defined in the 2021 ESPP). Accordingly, on January 1, 2026, the number of shares of common stock reserved and available for issuance under the 2021 Plan increased by 439,849.

## CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Other than the compensation agreements and other arrangements described under the sections entitled “Executive Compensation” and “Director Compensation” in this proxy statement and the transactions described below, since January 1, 2024, there has not been and there is not currently proposed, any transaction or series of similar transactions to which we were, or will be, a party in which:

- the amount involved exceeded, or will exceed, \$120,000 (or, if less, 1% of the average of our total asset amounts at December 31, 2025); and
- in which any director, executive officer, holder of 5% or more of any class of our capital stock or any member of the immediate family of, or entities affiliated with, any of the foregoing persons, had, or will have, a direct or indirect material interest.

### May 2024 Offering

In May 2024, we sold in an underwritten public offering, 10,638,476 shares of common stock at a public offering price of \$4.70 per share and pre-funded warrants to purchase 10,638,524 shares of our common stock at a purchase price of \$4.6999 per pre-funded warrant. Certain existing holders of five percent or more of a class of our capital stock participated in the transaction, as evidenced by the table below.

Greater than Five Percent Holder	Aggregate Pre-Funded Warrants Purchased	Shares Purchased	Aggregate Purchase Price
Entities affiliated with Baker Bros	10,638,524	—	\$ 49,999,999
T. Rowe Price Associates	—	829,342	\$ 3,897,907
Entities affiliated with FMR LLC	—	882,415	\$ 4,147,351
The Vanguard Group, Inc	—	250,000	\$ 1,175,000

### January 2026 Offering

In January 2026, we sold in an underwritten public offering, 13,000,000 shares of common stock at a public offering price of \$24.00 per share and pre-funded warrants to purchase 1,375,000 shares of the our common stock at a purchase price of \$23.9999 per pre-funded warrant. Certain existing holders of five percent or more of a class of our capital stock participated in the transaction, as evidenced by the table below.

Greater than Five Percent Holder	Aggregate Pre-Funded Warrants Purchased	Shares Purchased	Aggregate Purchase Price
Entities affiliated with Baker Bros	—	625,000	\$ 15,000,000
T. Rowe Price Associates, Inc.	—	1,500,000	\$ 36,000,000
Entities affiliated with Dimension Capital	750,000	—	\$ 17,999,925
Entities affiliated with BVF Partners L.P.	625,000	625,000	\$ 29,999,938

### Indemnification Agreements

We have entered into agreements to indemnify our directors and executive officers. These agreements, among other things, require us to indemnify these individuals for certain expenses (including attorneys’ fees), judgments, fines and settlement amounts incurred by such person in any action or proceeding on account of any services undertaken by such person on behalf of our Company or any other company or enterprise to which such person provides services at our request to the maximum extent allowed under Delaware law.

### Agreements with Our Stockholders

In connection with our preferred stock financings prior to our IPO, we entered into investors’ rights, voting and right of first refusal and co-sale agreements as well as management rights letters containing

registration rights, information rights, voting rights and rights of first refusal, among other things, with certain holders of our convertible preferred stock and certain holders of our common stock. The management rights letters provide for certain information rights and rights to consult with our management. These stockholder agreements and management rights letters terminated immediately prior to the completion of our IPO, other than the provisions relating to registration rights, which continued in effect following the completion of our IPO and entitle the holders of such rights to demand that we file a registration statement, subject to certain limitations, and to request that their shares be covered by a registration statement that we are otherwise filing.

#### **Related Person Transaction Policy**

Our board of directors adopted a written related person transaction policy providing that transactions with our directors, executive officers and holders of five percent or more of our voting securities and their affiliates, each a related person, must be approved by the audit committee. This policy became effective on June 23, 2021 in connection with our initial public offering, or IPO. Pursuant to this policy, the audit committee has the primary responsibility for reviewing and approving or disapproving “related person transactions,” which are transactions between us and related persons in which the aggregate amount involved exceeds or may be expected to exceed \$120,000 and in which a related person has or will have a direct or indirect material interest. For purposes of this policy, a related person will be defined as a director, executive officer, nominee for director, or greater than 5% beneficial owner of our common stock, in each case since the beginning of the most recently completed year, and their immediate family members.

## PRINCIPAL STOCKHOLDERS

The following table sets forth information, to the extent known by us or ascertainable from public filings, with respect to the beneficial ownership of our common stock as of March 31, 2026, by:

- each of our directors;
- each of our named executive officers;
- all of our current directors and executive officers as a group; and
- each person, or group of affiliated persons, who is known by us to be the beneficial owner of more than five percent of our capital stock.

The column entitled “Shares Beneficially Owned” is based on a total of 84,321,407 shares of our common stock outstanding as of March 31, 2026.

Beneficial ownership is determined in accordance with the rules and regulations of the SEC and includes voting or investment power with respect to our common stock. Shares of our common stock subject to options that are currently exercisable or exercisable within 60 days of March 31, 2026, are considered outstanding and beneficially owned by the person holding the options for the purpose of calculating the percentage ownership of that person but not for the purpose of calculating the percentage ownership of any other person. Except as otherwise noted, the persons and entities in this table have sole voting and investing power with respect to all of the shares of our common stock beneficially owned by them, subject to community property laws, where applicable. Except as otherwise indicated in the table below, addresses of named beneficial owners are c/o Monte Rosa Therapeutics, Inc., 321 Harrison Avenue, Suite 900, Boston, MA 02118.

Name of Beneficial Owner	Shares Beneficially Owned	Percentage of Shares Beneficially Owned
<b>5% or Greater Stockholders:</b>		
Entities affiliated with New Enterprise Associates <sup>(1)</sup>	7,692,298	9.1%
Entities affiliated with Dimension Capital <sup>(2)</sup>	6,513,765	7.7%
T. Rowe Price Associates, Inc. <sup>(3)</sup>	4,637,060	5.5%
Entities affiliated with TCG Crossover <sup>(4)</sup>	4,427,705	5.3%
Entities affiliated with Baker Bros <sup>(5)</sup>	4,345,736	5.2%
<b>Directors, Named Executive Officers and Other Executive Officers</b>		
Ali Behbahani, M.D. <sup>(6)</sup>	104,732	*
Kimberly L. Blackwell, M.D. <sup>(7)</sup>	140,663	*
Andrew Schiff, M.D. <sup>(8)</sup>	104,732	*
Chandra P. Leo, M.D.	—	*
Christine Siu, MBA <sup>(9)</sup>	140,663	*
Jan Skvarka, Ph.D., MBA <sup>(10)</sup>	83,600	*
Anthony Manning, Ph.D. <sup>(11)</sup>	60,822	*
Eric Hughes, M.D., Ph.D. <sup>(12)</sup>	20,872	*
Markus Warmuth, M.D. <sup>(13)</sup>	2,985,865	3.4%
Filip Janku, M.D., Ph.D. <sup>(14)</sup>	820,155	*
Philip Nickson, J.D., Ph.D. <sup>(15)</sup>	432,855	*
All executive officers and directors as a group (13 persons) <sup>(16)</sup>	5,777,510	6.4%

\* Represents beneficial ownership of less than one percent.

- (1) Based solely on a Schedule 13D/A filed with the SEC on March 19, 2026 by New Enterprise Associates 17, L.P., or NEA 17, NEA Partners 17, L.P., or NEA Partners 17, which is the sole general partner of NEA 17, NEA 17 GP, LLC, or NEA 17 LLC, and together with NEA Partners 17, the Control Entities, which is the sole general partner of NEA Partners 17, and Forest

Baskett, or Baskett, Ali Behbahani, Carmen Chang, or Chang, Anthony A. Florence, Jr., or Florence, Mohamad H. Makhzoumi, or Makhzoumi, Edward T. Mathers, or Mathers, Scott D. Sandell, or Sandell, Paul Walker, or Walker, and Rick Yang, collectively, the Managers. Consists of 7,692,298 shares of common stock held by NEA 17 and options to purchase 104,732 shares of common stock held by Dr. Behbahani and exercisable within 60 days of March 19, 2026. The Managers are the managers of NEA 17 LLC. NEA Partners 17, NEA 17 LLC and the Managers share voting and dispositive power with respect to the shares held by NEA 17. The Managers, including Dr. Behbahani, who is also a member of our board of directors, disclaim beneficial ownership of the above referenced securities except to the extent of their pecuniary interests therein. The address of New Enterprise Associates and Sandell is 1954 Greenspring Drive, Suite 600, Timonium MD, 21093. The address of the principal business office of Baskett, Behbahani, Chang, Makhzoumi, Walker and Yang is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, CA 94025. The address of the principal business office of Florence and Mathers is New Enterprise Associates, 104 5th Avenue, 19th Floor, New York, NY 10011.

- (2) Based solely on a Schedule 13G/A filed with the SEC on April 22, 2026 by Adam Goulburn, Zavain Dar, Nan Li, Dimension Management, L.P., or Dimension Management, Dimension Capital I GP, LLC, or Dimension Capital I GP, Dimension Management GP, LLC, or Dimension Management GP, Dimension Capital I, L.P., or Dimension Capital I, Dimension Capital II, L.P., or Dimension Capital II, and Dimension Capital II GP, LLC, or Dimension Capital II GP, collectively, the Dimension Entities. Dimension Capital I directly holds 5,663,265 shares of Common Stock. Dimension Capital II directly holds 850,500 shares of Common Stock. Dimension Management is the investment advisor to Dimension Capital I and Dimension Capital II, and Dimension Management GP is the general partner of Dimension Management. Dimension Capital I GP is the general partner to the general partner of Dimension Capital I, and Dimension Capital II GP is the general partner to the general partner of Dimension Capital II. Mr. Goulburn, Mr. Dar, and Mr. Li are members of each of Dimension Management GP, Dimension Capital I GP and Dimension Capital II GP. The address of the principal business office of each of the Dimension Entities is 632 Broadway, Suite 801, New York, NY 10012.
- (3) Based solely on a Schedule 13G/A filed with the SEC on November 14, 2025 by T. Rowe Price Associates, Inc., or Price Associates. Price Associates has sole voting power over 4,523,852 shares and sole dispositive power over 4,637,060 shares. Price Associates does not serve as custodian of the assets of any of its clients; accordingly, in each instance only the client or the client's custodian or trustee bank has the right to receive dividends paid with respect to, and proceeds from the sale of, such securities. The ultimate power to direct the receipt of dividends paid with respect to, and the proceeds from the sale of, such securities, is vested in the individual and institutional clients which Price Associates serves as investment adviser. Any and all discretionary authority which has been delegated to Price Associates may be revoked in whole or in part at any time. Not more than 5% of the class of such securities is owned by any one client subject to the investment advice of Price Associates. The address for Price Associates is 1307 Point Street, Baltimore, MD 21231.
- (4) Based solely on a Schedule 13G filed with the SEC on October 17, 2025 by TCG Crossover GP II, LLC, or TCG Crossover GP II, TCG Crossover Fund II, L.P., or TCG Crossover II, TCG Crossover GP III, LLC, or TCG Crossover GP III, TCG Crossover Fund III, L.P., or TCG Crossover III, and Chen Yu, collectively, the Reporting Persons. Consists of (i) 2,213,853 shares of Common Stock held of record by TCG Crossover II and (ii) 2,213,852 shares of Common Stock held of record by TCG Crossover III. TCG Crossover GP II is the general partner of TCG Crossover II and may be deemed to have voting, investment, and dispositive power with respect to the securities held of record by TCG Crossover II. TCG Crossover GP III is the general partner of TCG Crossover III and may be deemed to have voting, investment, and dispositive power with respect to the securities held of record by TCG Crossover III. Chen Yu is the sole managing member of each of TCG Crossover GP II and TCG Crossover GP III and may be deemed to share voting, investment and dispositive power with respect to the securities held of record by TCG Crossover II and TCG Crossover III. The address of the

principal business office of each Reporting Person is 245 Lytton Ave., Suite 350, Palo Alto, CA 94301.

- (5) Based solely on a Schedule 13G/A filed with the SEC on February 17, 2026 by Baker Bros. Advisors LP, or Baker, Baker Bros. Advisors (GP) LLC, or Baker GP, Felix J. Baker and Julian C. Baker. Represents 343,372 shares of Common Stock directly held by 667, L.P. and 4,002,364 shares of Common Stock directly held by Baker Brothers Life Sciences, L.P., which may be deemed to be indirectly beneficially owned by Baker. Baker GP, Felix J. Baker and Julian C. Baker as managing members of Baker GP, may be deemed to indirectly beneficially own the shares held by Baker and may be deemed to have the sole power to vote or direct the vote of and the power to dispose or direct the disposition of such securities. The address of Baker is 860 Washington Street, 3rd Floor, New York, NY 10014.
- (6) Consists of 104,732 shares of common stock issuable upon conversion of common stock underlying options exercisable by Dr. Behbahani within 60 days of March 31, 2026.
- (7) Consists of 140,663 shares of common stock issuable upon conversion of common stock underlying options exercisable by Dr. Blackwell within 60 days of March 31, 2026.
- (8) Consists of 104,732 shares of common stock issuable upon conversion of common stock underlying options exercisable by Dr. Schiff within 60 days of March 31, 2026.
- (9) Consists of 140,663 shares of common stock issuable upon conversion of common stock underlying options exercisable by Ms. Siu within 60 days of March 31, 2026.
- (10) Consists of 83,600 shares of common stock issuable upon conversion of common stock underlying options exercisable by Dr. Skvarka within 60 days of March 31, 2026.
- (11) Consists of 60,822 shares of common stock issuable upon conversion of common stock underlying options exercisable by Dr. Manning within 60 days of March 31, 2026.
- (12) Consists of 20,872 shares of common stock issuable upon conversion of common stock underlying options exercisable by Dr. Hughes within 60 days of March 31, 2026.
- (13) Consists of: (a) 416,538 shares of common stock held by Dr. Warmuth and (b) 2,569,327 shares of common stock issuable upon conversion of common stock underlying options exercisable by Dr. Warmuth within 60 days of March 31, 2026.
- (14) Consists of: (a) 5,845 shares of common stock held by Dr. Janku, (b) 1,992 shares of common stock acquired under the Company's 2021 Employee Stock Purchase Plan and (c) 812,318 shares of common stock issuable upon conversion of common stock underlying options exercisable by Dr. Janku within 60 days of March 31, 2026.
- (15) Consists of (a) 5,845 shares of common stock held by Dr. Nickson and (b) 427,010 shares of common stock issuable upon conversion of common stock underlying options exercisable by Dr. Nickson within 60 days of March 31, 2026.
- (16) See notes (6) through (15); also includes (i) an aggregate of 5,845 shares of common stock held by and 545,508 shares of common stock subject to options exercisable within 60 days of March 31, 2026 held by Dr. Townson, our Chief Scientific Officer and (ii) an aggregate of 4,871 shares of common stock held by and 326,327 shares of common stock subject to options exercisable within 60 days of March 31, 2026 held by Ms. Champoux, our Chief Operating Officer.

## REPORT OF THE AUDIT COMMITTEE

The audit committee is appointed by the board of directors to assist the board of directors in fulfilling its oversight responsibilities with respect to (1) the integrity of Monte Rosa Therapeutics' financial statements, (2) Monte Rosa Therapeutics' compliance with legal and regulatory requirements, (3) the qualifications, independence and performance of Monte Rosa Therapeutics' independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for Monte Rosa Therapeutics and (4) other matters as set forth in the charter of the audit committee approved by the board of directors.

Management is responsible for the preparation of Monte Rosa Therapeutics' financial statements and the financial reporting process, including its system of internal control over financial reporting and its disclosure controls and procedures. The independent registered public accounting firm is responsible for performing an audit of Monte Rosa Therapeutics' financial statements in accordance with the standards of the Public Company Accounting Oversight Board, or the PCAOB, and issuing a report thereon. The audit committee's responsibility is to monitor and oversee these processes.

In connection with these responsibilities, the audit committee reviewed and discussed with management and the independent registered public accounting firm the audited consolidated financial statements of Monte Rosa Therapeutics for the fiscal year ended December 31, 2025. The audit committee also discussed with the independent registered public accounting firm the matters required to be discussed by the applicable requirements of the PCAOB and the SEC. In addition, the audit committee received written communications from the independent registered public accounting firm confirming their independence as required by the applicable requirements of the PCAOB and has discussed with the independent registered public accounting firm their independence.

Based on the reviews and discussions referred to above, the audit committee recommended to the board of directors that the audited consolidated financial statements of Monte Rosa Therapeutics be included in Monte Rosa Therapeutics' Annual Report on Form 10-K for the fiscal year ended December 31, 2025 that was filed with the SEC. The information contained in this report shall not be deemed to be (1) "soliciting material," (2) "filed" with the SEC, (3) subject to Regulations 14A or 14C of the Exchange Act, or (4) subject to the liabilities of Section 18 of the Exchange Act. This report shall not be deemed incorporated by reference into any of our other filings under the Exchange Act or the Securities Act, except to the extent that we specifically incorporate it by reference into such filing.

THE AUDIT COMMITTEE OF THE BOARD OF  
DIRECTORS OF MONTE ROSA THERAPEUTICS, INC.

Christine Siu, Chairperson  
Andrew Schiff  
Chandra Leo

April 29, 2026

## HOUSEHOLDING

We have adopted a procedure called "householding," which the SEC has approved. Under this procedure, we deliver a single copy of the Notice of Internet Availability and, if applicable, our proxy materials to multiple stockholders who share the same address, unless we have received contrary instructions from one or more of such stockholders. This procedure reduces our printing costs, mailing costs and fees. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, we will deliver promptly a separate copy of the Notice of Internet Availability and, if applicable, our proxy materials to any stockholder at a shared address to which we delivered a single copy of any of these materials. This request may be submitted by

contacting Monte Rosa Therapeutics, Inc., 321 Harrison Avenue, Suite 900, Boston, MA 02118, Attention: Corporate Secretary, telephone: (617) 949-2643. Any such stockholder may also contact our Corporate Secretary using the above contact information if he or she would like to receive separate proxy statements, notice of internet availability and annual reports in the future. If you want to receive separate copies of the proxy statement or annual report to stockholders in the future, or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your bank, broker or other nominee record holder, or you may contact us at the above address and phone number.

### **STOCKHOLDER PROPOSALS**

A stockholder who would like to have a proposal considered for inclusion in our 2027 proxy statement must submit the proposal in accordance with the procedures outlined in Rule 14a-8 of the Exchange Act so that it is received by us no later than December 30, 2026. However, if the date of the annual meeting of stockholders in 2027, or the 2027 Annual Meeting, is changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before we begin to print and send our proxy statement for the 2027 Annual Meeting. SEC rules set standards for eligibility and specify the types of stockholder proposals that may be excluded from a proxy statement. Stockholder proposals should be addressed to Monte Rosa Therapeutics, Inc., 321 Harrison Avenue, Suite 900, Boston, MA 02118, Attention: Corporate Secretary. We also encourage you to submit any such proposals via email to legal-notices@monterosatx.com.

If a stockholder wishes to propose a nomination of persons for election to our board of directors or present a proposal outside of Rule 14a-8 of the Exchange Act at an annual meeting but does not wish to have the proposal considered for inclusion in our proxy statement and proxy card, our bylaws establish an advance notice procedure for such nominations and proposals. Stockholders at an annual meeting may only consider proposals or nominations specified in the notice of meeting or brought before the meeting by or at the direction of the board of directors or by a stockholder of record on the record date for the meeting, who is entitled to vote at the meeting and who has delivered timely notice in proper form to our corporate secretary of the stockholder's intention to bring such business before the meeting.

In accordance with the advance notice procedure specified in our bylaws, for any stockholder proposal submitted outside the processes of Rule 14a-8 of the Exchange Act to be considered timely, the required notice must be in writing and received by our corporate secretary at our principal executive offices not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting. However, in the event that the date of the annual meeting is convened more than 30 days before or more than 60 days after the first anniversary of the preceding year's annual meeting, or if no annual meeting were held in the preceding year, a stockholder's notice must be so received not later than the close of business on the later of (i) the 90th day prior to the scheduled date of such annual meeting or (ii) the 10th day following the day on which public announcement of the date of such annual meeting was first made. Accordingly, for stockholder proposals to be brought before the 2027 Annual Meeting of Stockholders, the required notice must be received by our corporate secretary at our principal executive offices not later than March 13, 2027 and no earlier than February 11, 2027. Stockholder proposals and the required notice should be addressed to Monte Rosa Therapeutics, Inc., 321 Harrison Avenue, Suite 900, Boston, MA 02118, Attention: Corporate Secretary.

In addition, to comply with the SEC's new universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than our nominees must provide notice by the same deadline noted herein to submit a notice of nomination for the 2027 Annual Meeting of Stockholders. Such notice must comply with the additional requirements of Rule 14a-19(b).

### **OTHER MATTERS**

Our board of directors does not know of any other matters to be brought before the Annual Meeting. If any other matters not mentioned in this proxy statement are properly brought before the Annual Meeting,

the individuals named in the enclosed proxy intend to use their discretionary voting authority under the proxy to vote the proxy in accordance with their best judgment on those matters.

# Your vote matters!



Have your ballot ready and please use one of the methods below for **easy voting**:

Your control number

Have the 12 digit control number located in the box above available when you access the website and follow the instructions.

## Monte Rosa Therapeutics, Inc.

### Annual Meeting of Stockholders

For Stockholders of Record as of April 16, 2026

Thursday, June 11, 2026 8:30 AM, Eastern Time

Annual Meeting to be held live via the Internet - please visit [www.proxydocs.com/GLUE](http://www.proxydocs.com/GLUE) for more details.

#### YOUR VOTE IS IMPORTANT!

**PLEASE VOTE BY: 8:30 AM, Eastern Time, June 11, 2026.**

#### This proxy is being solicited on behalf of the Board of Directors

The undersigned hereby appoints Markus Warmuth, M.D., Chief Executive Officer, and Philip Nickson J.D., Ph.D., Chief Business and Legal Officer (the "Named Proxies"), and each or either of them, as the true and lawful attorneys of the undersigned, with full power of substitution and revocation, and authorizes them, and each of them, to vote all the shares of capital stock of Monte Rosa Therapeutics, Inc. which the undersigned is entitled to vote at said meeting and any adjournment thereof upon the matters specified and upon such other matters as may be properly brought before the meeting or any adjournment thereof, conferring authority upon such true and lawful attorneys to vote in their discretion on such other matters as may properly come before the meeting and revoking any proxy heretofore given.

**THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, SHARES WILL BE VOTED IDENTICAL TO THE BOARD OF DIRECTORS RECOMMENDATION.** This proxy, when properly executed, will be voted in the manner directed herein. In their discretion, the Named Proxies are authorized to vote upon such other matters that may properly come before the meeting or any adjournment or postponement thereof.

You are encouraged to specify your choice by marking the appropriate box (SEE REVERSE SIDE) but you need not mark any box if you wish to vote in accordance with the Board of Directors' recommendation. The Named Proxies cannot vote your shares unless you sign (on the reverse side) and return this card.

PLEASE BE SURE TO SIGN AND DATE THIS PROXY CARD AND MARK ON THE REVERSE SIDE

Copyright © 2026 BetaNXT, Inc. or its affiliates. All Rights Reserved



#### Internet:

[www.proxypush.com/GLUE](http://www.proxypush.com/GLUE)

- Cast your vote online
- **Have your Proxy Card ready**
- Follow the simple instructions to record your vote



#### Phone:

**1-866-551-3217**

- Use any touch-tone telephone
- **Have your Proxy Card ready**
- Follow the simple recorded instructions



#### Mail:

- Mark, sign and date your Proxy Card
- Fold and return your Proxy Card in the postage-paid envelope provided



#### Virtual:


You must register to attend the meeting online and/or participate at [www.proxydocs.com/GLUE](http://www.proxydocs.com/GLUE) prior to the deadline of June 9, 2026 at 5:00 PM ET.



Monte Rosa Therapeutics, Inc. Annual Meeting of Stockholders

Please make your marks like this:

FOR THE DIRECTOR NOMINEES LISTED IN PROPOSAL 1 AND FOR PROPOSAL 2

PROPOSAL	YOUR VOTE			BOARD OF DIRECTORS RECOMMENDS
1. To elect three Class II director nominees to our board of directors, to serve until the Company's 2029 annual meeting of stockholders and until their successor has been duly elected and qualified, or until their earlier death, resignation or removal;				 <b>FOR</b>  <b>FOR</b>  <b>FOR</b>  <b>FOR</b>
1.01 Andrew Schiff, M.D.	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>		
1.02 Chandra P. Leo, M.D.	<input type="checkbox"/>	<input type="checkbox"/>		
1.03 Anthony Manning, Ph.D.	<input type="checkbox"/>	<input type="checkbox"/>		
2. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2026; and	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	
3. To transact any other business properly brought before the Annual Meeting or any adjournment or postponement of the Annual Meeting.				

**You must register to attend the meeting online and/or participate at [www.proxydocs.com/GLUE](http://www.proxydocs.com/GLUE) prior to the deadline of June 9, 2026 at 5:00 PM ET.**

Authorized Signatures - Must be completed for your instructions to be executed.

Please sign exactly as your name(s) appears on your account. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy/Vote Form.

\_\_\_\_\_  
Signature (and Title if applicable)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature (if held jointly)

\_\_\_\_\_  
Date

