

C4 THERAPEUTICS, INC.

Organization, Leadership and Compensation Committee Charter

I. General Statement of Purpose

The purpose of the Organization, Leadership and Compensation Committee (the “**OLC Committee**”) of the Board of Directors (the “**Board**”) of C4 Therapeutics, Inc. (the “**Company**”) is to discharge certain of the Board’s responsibilities relating to compensation of the Company’s non-employee directors and executive officers, oversee the Company’s overall compensation structure, policies and programs, and review the Company’s processes and procedures for the consideration and determination of non-employee director and executive officer compensation. The OLC Committee shall be responsible for producing a report for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders or Annual Report on Form 10-K, in accordance with applicable rules and regulations. The primary objective of the OLC Committee is to develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company’s stockholders. The OLC Committee may also review and discuss with management matters related to the Company’s organizational health, which may include (i) leadership development and succession planning; (ii) initiatives and programs related to diversity, equity and inclusion; and (iii) initiatives and programs designed to attract, develop, and retain employees.

II. OLC Committee Composition

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

The members of the OLC Committee shall be appointed by the Board and may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the OLC Committee. Vacancies occurring, for whatever reason, may be filled only by the Board. The Board shall designate one member of the OLC Committee to serve as Chair of the OLC Committee (the “**Chair**”).

III. Meetings

The OLC Committee shall meet as often as it determines appropriate to carry out its responsibilities, which meetings may be in person or by teleconference, video conference or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the OLC Committee shall constitute a quorum for

purposes of holding a meeting, and the OLC Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the OLC Committee may act by unanimous written consent (which may include electronic consent) in accordance with the Company's certificate of incorporation and bylaws. The Chair of the OLC Committee, in consultation with the other members and management, may set meeting agendas consistent with this OLC Committee Charter (the "**Charter**").

IV. OLC Committee Activities

The OLC Committee's purpose and responsibilities shall be to:

A. Review of Charter

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

B. Processes and Procedures for Considering and Determining Non-Employee Director and Executive Officer Compensation

- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the OLC Committee deems advisable with regard to) the Company's processes and procedures for the consideration and determination of non-employee director and executive officer compensation, and review and discuss with management the description, if any, of such processes and procedures to be included in the Company's proxy statement or Annual Report on Form 10-K.
- Review and assess the results of the most recent stockholder advisory vote on executive compensation and, to the extent the OLC Committee deems appropriate, take such results into consideration in connection with its review and approval of compensation for executive officers.

C. OLC Committee Report

- Review and discuss with management any Compensation Discussion and Analysis to be included in the Company's proxy statement or annual report on Form 10-K ("**CD&A**").
- Based on the OLC Committee's review and discussions with management, make a recommendation to the Board that the CD&A, if and when required, be included in the Company's proxy statement or Annual Report on Form 10-K.
- Prepare the OLC Committee Report, if and when required, to be included in the Company's proxy statement or Annual Report on Form 10-K in accordance with the applicable rules and regulations of the Securities and Exchange Commission (the "**SEC**"), any securities exchange on which the

Company's securities are traded, and any other rules and regulations applicable to the Company.

D. Performance Evaluation of the OLC Committee

- Perform periodic performance evaluations of the OLC Committee and report to the Board on the results of such evaluations.

E. Incentive-Compensation and Equity-Based Plans

- For the Company's Chief Executive Officer ("CEO"), review and make such recommendations to the Board as the OLC Committee deems advisable with regard to awards under equity-based plans consistent with the terms of such plans; (ii) for members of the Senior Leadership Team (as defined below) other than the CEO, review and approve grants and awards under equity-based plans consistent with the terms of such plans; and (iii) for all other employees and service providers to the Company, review and approve grants and awards (or guidelines therefor if the CEO is granted authority to review and approve such grants and awards) under equity-based plans consistent with the terms of such plans.
- Review and approve policies and procedures for the grant of equity-based awards, including the Company's Equity Award Grant Policy as may be in effect from time to time.
- Act as the administrator under the Company's equity-based plans and exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, having the authority to interpret the terms thereof, approve all forms of award agreements and/or sub-plans adopted thereunder and to grant stock and other equity awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this Charter or any such plan or a resolution of the Board, the OLC Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a given equity-based plan, the OLC Committee may delegate to one or more executive officers of the Company the power to grant stock awards, and amend the terms of such awards, pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company, such power to be subject to the parameters and limitations set forth in the applicable resolutions adopted by the OLC Committee.

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

- Review and approve the corporate goals and objectives to be considered in determining the compensation of the CEO.

- Evaluate the CEO’s performance in light of the goals and objectives that were set for the CEO and recommend to the Board the CEO’s equity and non-equity compensation (including cash-based salary and incentive compensation) based on that evaluation.
- In connection with recommending the long-term incentive component of the CEO’s compensation, consider the Company’s performance, the value of similar incentive awards to CEOs at comparable companies, and the awards made by the Company to the CEO in past years.
- Periodically review and recommend to the Board (a) any employment agreements, severance arrangements and change in control agreements or provisions, for the CEO, in each case, when and if appropriate, and (b) any special or supplemental benefits for the CEO.
- Exclude the CEO during voting or deliberations regarding the CEO’s compensation.

G. Matters Related to Compensation of Members of the Senior Leadership Team Other Than the Chief Executive Officer

- Determine and approve the equity and non-equity compensation (including cash-based salary and incentive compensation) for all members of the Senior Leadership Team other than the CEO. For purposes of this Charter, the term “**Senior Leadership Team**” shall mean any employee of the Company who is a member of the Company’s senior leadership team, including any “executive officer” as that term is defined in Rule 3b-7 under the Exchange Act.
- Oversee an annual evaluation of all members of the Senior Leadership Team other than the CEO.
- For the members of the Senior Leadership Team other than the CEO, periodically review and approve (a) any employment agreements, severance arrangements and change in control agreements or provisions, in each case, when and if appropriate, and (b) any special or supplemental benefits.

H. Matters Related to Compensation of Non-Employee Directors

- Periodically review and make recommendations to the Board regarding the compensation of non-employee directors of the Company, including with respect to any equity-based plans or equity-based compensation.

I. Compensation Recovery Policy

- Oversee and administer a compensation recovery policy including, without limitation, a policy designed to comply with any rules or regulations adopted by the SEC and Nasdaq pursuant to Section 10D of the Exchange Act.

V. Additional OLC Committee Authority

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

A. Matters Related to Compensation Consulting Firms or Other Outside Advisers

- Have direct responsibility for the appointment, retention, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the OLC Committee (each, a “**Consultant**”), any payment, determined by the OLC Committee to be reasonable compensation to any such Consultant to be funded by the Company; and
- Before selecting a Consultant, consider all factors relevant to the Consultant’s independence from management of the Company, including those prescribed by applicable SEC and/or Nasdaq rules, it being understood that the foregoing shall not apply to inside legal counsel or to a Consultant whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K such as (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or non-employee directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Consultant and about which the Consultant does not provide advice to the OLC Committee.

B. Organizational Health

- Periodically review and discuss with management the Company’s initiatives, programs and approach around:
 - Leadership and talent development, including for the members of the Senior Leadership Team,
 - Diversity, equity and inclusion, and
 - Employee recruitment, development and retention.

- Review and discuss with the Board succession plans for the members of the Senior Leadership Team other than the CEO.

VI. General

- The OLC Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members OLC Committee to carry out its responsibilities.
- The OLC Committee shall make regular reports to the Board concerning areas for which it has responsibility.
- In carrying out its responsibilities, the OLC Committee shall be entitled to rely upon advice and information that it receives from management and any Consultants, experts, advisers and professionals with whom the OLC Committee may consult.
- The OLC Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company meet with the OLC Committee (as a group or individually) or with any Consultants to the OLC Committee.
- The OLC Committee may perform such other functions as may be requested by the Board from time to time.

Initially adopted September 8, 2020, subject to effectiveness of the Company's Registration Statement on Form S-1 for its initial public offering, which occurred on October 1, 2020. Amended and restated on December 15, 2020, March 16, 2022, and March 28, 2024.