

ODYSSEY THERAPEUTICS, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of Odyssey Therapeutics, Inc. (the “**Company**”) has adopted the corporate governance guidelines set forth below to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, The Nasdaq Stock Market LLC (“**Nasdaq**”), the Company’s certificate of incorporation, as amended, restated or otherwise modified from time to time (the “**Certificate of Incorporation**”) and the Company’s bylaws, as amended, restated or otherwise modified from time to time (the “**Bylaws**”). The Board and the Nominating and Governance Committee of the Board (the “**NGC**”) may review and amend these Corporate Governance Guidelines from time to time.

I. DIRECTOR QUALIFICATION STANDARDS

Director Criteria: The Board shall consider and approve from time to time the criteria that it deems necessary or advisable for prospective director candidates. The Board shall have full authority to modify such criteria from time to time as it deems necessary or advisable.

The Board has delegated to the NGC responsibility for developing and recommending to the Board for its consideration and approval such criteria for prospective director candidates as the NGC deems necessary or advisable. The NGC will recommend to the Board from time to time such criteria for its consideration and approval. The current policies and criteria for Director candidates are set forth in Exhibit A to the NGC charter. The Board may, however, at any time rescind its delegation and assume the responsibilities it previously delegated to the NGC.

Responsibility and Process for Identifying and Selecting Directors: The Board has delegated to the NGC the responsibility of identifying suitable candidates for nomination to the Board (including candidates to fill any vacancies that may occur) and assessing their qualifications in light of the policies and principles in these Corporate Governance Guidelines and the NGC’s charter. The NGC will recommend prospective Director candidates for the Board’s consideration and review the prospective candidates’ qualifications with the Board. The Board shall retain the ultimate authority to nominate a candidate for election by the stockholders as a Director or to fill any vacancy that may occur.

In identifying prospective Director candidates, the NGC may consider all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the prospective Director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board, consistent with the policies and criteria set forth in Exhibit A to the NGC charter.

Independence: At least a majority of the members of the Board shall meet the independence standards of the Stock Market Rules of The Nasdaq Stock Market LLC (the “**Nasdaq Stock Market Rules**”) as set forth in Rule 5605(a)(2) of the Nasdaq Stock Market Rules (or any successor provision thereto).

Periodically, the Board will evaluate all relationships between the Company and each Director in light of relevant facts and circumstances for the purposes of determining whether a material relationship exists that might signal a potential conflict of interest or otherwise interfere with such Director's ability to satisfy his, her or their responsibilities as an independent Director. Directors must notify the Chair of the NGC in connection with any significant change in employment status so that the potential for conflicts or other factors compromising the Director's ability to perform his, her or their duties may be fully assessed.

Limit on Number of Other Boards: Carrying out the duties and fulfilling the responsibilities of a Director requires a significant commitment of an individual's time and attention. The Board does not believe, however, that explicit limits on the number of other boards of directors on which the Directors may serve, or on other activities the Directors may pursue, are appropriate. The Board, however, recognizes that excessive time commitments can interfere with an individual's ability to perform his or her duties effectively. In connection with its assessment of Director candidates for nomination, the Board will assess whether the performance of any Director has been or is likely to be adversely impacted by excessive time commitments, including service on other boards of directors. Directors must notify the NGC in connection with accepting a seat on the board of directors of another business corporation so that the potential for conflicts or other factors compromising the Director's ability to perform the Director's duties may be fully assessed and approved by the NGC.

Term and Age Limits: The Board does not believe that arbitrary limits on the number of consecutive terms a Director may serve or on the Directors' ages are appropriate in light of the substantial benefits resulting from a sustained focus on the Company's business, strategy and industry over a significant period of time. Each individual Director's performance will be assessed by the NGC in light of relevant factors in connection with assessments of candidates for nomination to be Directors.

Succession: The NGC shall be responsible for developing succession plans for the Board as appropriate in light of relevant facts and circumstances.

II. DIRECTOR RESPONSIBILITIES

Role of Directors: The business and affairs of the Company are managed by or under the direction of the Board, acting on behalf of the stockholders. The Board has delegated to the officers of the Company the authority and responsibility for managing the Company's everyday affairs. The Board has an oversight role and is not expected to perform or duplicate the tasks of the CEO or senior management.

Attendance at Meetings: Each member of the Board is expected to make reasonable efforts to attend meetings of the Board, whether regular or special. If a Director is unable to make at least 75% of those regular or special meetings (together with the meetings of committees on which such Director serves), the Company will be required to disclose that fact in its annual proxy statement. In addition, attendance and participation at meetings is an important component of the Directors' duties and, as such, attendance rates will be taken into account by the NGC and the Board in connection with assessments of Director candidates for re-nomination as Directors.

Time Commitment; Advance Distribution and Review of Materials: Directors are expected to spend the time needed and meet as frequently as the Board deems necessary or appropriate to discharge their responsibilities. Senior management is responsible for distributing information and data that are important to the Board's understanding of the business to be conducted at a Board or Committee meeting to the Directors. Directors should review these materials in advance of the meeting when reasonably practicable.

III. BOARD STRUCTURE

Size of Board: The Board reserves the right to increase or decrease the size of the Board, subject to any relevant provisions in the Bylaws, depending on an assessment of the Board's needs and other relevant circumstances at any given time. The size of the Board may vary based upon the size of the business and the availability of qualified candidates. Board size should facilitate active interaction and participation by all Board members. The Board will review from time to time the appropriateness of its size.

Board Leadership: The Bylaws provide that the Chair of the Board, if one is elected, shall preside at all meetings of the stockholders and the Board. The Chair of the Board shall perform such other duties as the Board may from time to time designate.

Committees: The Board intends at all times to have an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. Each standing committee of the Board will have a written charter that sets forth the responsibilities of such committee and the qualifications for committee membership. Membership on the Audit Committee, Compensation Committee and Nominating and Governance Committee is limited to independent directors meeting the applicable independence requirements of the Nasdaq Stock Market Rules, the Sarbanes-Oxley Act of 2002 and any other related rules or regulations promulgated by the Securities and Exchange Commission and the Internal Revenue Service (as applicable), subject to phase-in periods. The Board retains discretion to form new or additional committees, which may or may not be standing committees, or disband current committees depending upon the circumstances.

Executive Sessions: The non-management Directors will meet at regularly scheduled executive sessions without management participation and at least once each year an executive session with only independent directors present shall be held. If the Chair of the Board is a non-management director and an independent director, then the Chair of the Board will preside at these meetings. If the Chair of the Board does not so qualify, then the director who presides at these meetings will be chosen by the non-management directors. In order that interested parties may be able to make their concerns known to the non-management directors, the Company will also disclose a method for such parties to communicate directly and confidentially with individual directors or the Board as a group.

Directors With a Change in Professional Status: The Board does not believe Directors who retire or change their principal occupation or business association should necessarily leave the Board. However, promptly following any such event, the Director should notify the Chair of the NGC, so that the NGC can review and advise the Board regarding the continued appropriateness of the Director's membership on the Board.

Director Access to Management and Independent Advisers: In fulfilling its responsibilities, the Board, and each committee thereof, shall be entitled to rely on the advice and information that it receives from management and such experts, advisors and professionals with whom the Board, or any such committee, may consult. The Board, and each committee thereof, shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company, attend a meeting of the Board, or such committee, or meet with any members of or advisors to the Board. The Board or any committee thereof shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with fulfilling its or their responsibilities.

Director Orientation and Continuing Education: The Board believes that each Director should be aware of corporate governance issues, legal duties and obligations and best practices involved in serving on a public company board of directors. Directors are encouraged to enhance their awareness by joining other boards of directors, reading relevant publications, attending director education programs and pursuing other educational opportunities. With the prior approval of the Company's General Counsel, the Company shall pay its portion of all reasonable expenses related to continuing director education. The Company will also provide, or arrange for the provision of, periodic informative sessions for Directors on topics that will assist them in discharging their duties, including an educational session for each new Director intended to familiarize the new Director with the Company's business and strategic plans, key compliance and corporate governance policies and practices, and any other information that the Company deems helpful to the new Director in discharging his or her duties.

Management Succession: The Compensation Committee of the Board shall be responsible for developing succession plans for the CEO and the Company's other executive officers for consideration by the Board. The Compensation Committee shall then report on those succession plans to the Board.

IV. DIRECTOR COMPENSATION

The form and amount of non-employee Director compensation will be reviewed periodically by the Compensation Committee, which shall make recommendations to the Board based on such review. The Board shall retain the ultimate authority to determine the form and amount of Director compensation.

The Company's executive officers shall not receive additional compensation for their service as Directors.

V. PERFORMANCE EVALUATION OF THE BOARD AND COMMITTEES

The Board may conduct a self-evaluation periodically for the purpose of determining whether it and its committees are functioning effectively, and each committee of the Board may conduct a self-evaluation periodically for the purpose of determining whether it is functioning effectively. These evaluations will consider the performance of the Board or the committee, as the case may be, as a unit. The NGC will oversee any such evaluation process.

VI. MISCELLANEOUS

The Board believes that the management should be responsible for communications with the press, media and other outside parties made on behalf of the Company, though individual Board members may, at the request of management or of the Board, communicate with outside parties on behalf of the Company, in compliance with the Company's Code of Conduct and Ethics and Regulation FD Policy.

These Corporate Governance Guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights available to the Directors under applicable law and/or the Certificate of Incorporation and/or the Bylaws.

Although these Corporate Governance Guidelines have been approved by the Board, it is expected that these guidelines will evolve over time as customary practice and legal requirements change. In particular, guidelines that encompass legal, regulatory or exchange requirements as they currently exist will be deemed to be modified as and to the extent such legal, regulatory or exchange requirements are modified. In addition, these Corporate Governance Guidelines may also be amended by the Board at any time as it deems appropriate.

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Adopted on April 14, 2026 and effective as of the closing of the initial public offering of the Company's common stock