

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
ODYSSEY THERAPEUTICS, INC.**

I. PURPOSE

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Odyssey Therapeutics, Inc. (the “**Company**”) is to assist the Board in fulfilling its oversight responsibilities with respect to governance matters and the composition and responsibilities of the Board and the Company’s management. The Committee’s principal functions are to (i) review, evaluate and recommend changes to the Company’s corporate governance framework; (ii) identify qualified candidates to join the Board and each of its committees; (iii) evaluate and make recommendations regarding the organization, responsibilities and composition of the Board and each of its committees; and (iv) oversee the evaluation of the Board, and advise on Board performance matters. This charter (the “**Charter**”) sets forth the authority and responsibility of the Committee in fulfilling its purpose. The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in the Charter or otherwise assigned to it by the Board.

II. MEMBERSHIP

The Committee will consist of two or more members of the Board, with the exact number determined from time to time by the Board. All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson thereof (the “**Chair**”). If the Board does not appoint a Chair, the Committee members may designate a Chair by majority vote. A director’s resignation or removal from the Board, for whatever reason, shall automatically constitute their resignation or removal, as applicable, from the Committee.

Each member of the Committee will be “independent” in accordance with applicable laws, rules and regulations, including the applicable rules and regulations of the Securities and Exchange Commission, The Nasdaq Stock Market LLC and any other guidelines for independence established by the Company (the “**Independence Standards**”).

III. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purpose outlined in Section I of this Charter are set forth below. These responsibilities and duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company’s needs and circumstances. To the extent permitted under applicable laws, regulations or rules, applicable stock exchange listing standards and the Company’s then-effective certificate of incorporation and bylaws, the Committee may supplement or deviate from these responsibilities and duties as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee’s responsibilities and duties include the following:

A. Corporate Governance Framework

1. Consider corporate governance matters and related legal requirements and periodically review the Company’s corporate organizational documents,

including its certificate of incorporation and bylaws, and submit recommended changes to the Board for approval.

2. Review and make recommendations to the Board regarding requests for waivers of the Company's corporate governance policies, practices and procedures, including the Company's Code of Conduct and Ethics.
3. Fulfill the Committee's responsibilities or other functions as required by applicable laws, regulations or rules, the Company's then-effective certificate of incorporation or bylaws, the Board or the Company's other policies.
4. Monitor and review evolving corporate governance trends and best practices and review and reassess the adequacy of the Company's Corporate Governance Guidelines and Code of Conduct and Ethics periodically and recommend any proposed changes to the Board for approval.

B. Board Composition and Related Matters

1. Develop and recommend to the Board the selection criteria for candidates to join the Board (the "**Selection Criteria**") and periodically review the Selection Criteria and submit recommended changes to the Selection Criteria to the Board for approval. The current Selection Criteria for Board and committee membership are set forth in Exhibit A hereto.
2. Identify, recruit and interview individuals qualified to serve as directors, consistent with the Selection Criteria, and recommend director candidates to the Board to fill any vacancies as needed.
3. Recommend to the Board the director nominees to be presented for stockholder approval at annual or special stockholder meetings, as appropriate.
4. Consider director nominee recommendations to the Board in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set forth in Rule 5605(a)(2) of the Listing Rules of the Nasdaq Stock Market LLC.
5. Evaluate, consider and make recommendations to the Board regarding stockholder nominees for election to the Board, to the extent the nomination is submitted in accordance with the Company's bylaws.
6. Nominate an independent Board chairperson or, in the event the positions of Chief Executive Officer and Board chairperson are combined, a Lead Independent Director, for appointment by the Board or the independent directors, as applicable.
7. Periodically review and make recommendations to the Board concerning the size and organization of the Board and director succession planning.
8. Evaluate and present to the Board at least annually the Committee's determination as to the independence of each director and director candidate under the Independence Standards.

C. Committee Composition and Related Matters

1. Recommend additional committee members to the Board to fill vacancies as needed.
2. Periodically review the size, organization, qualifications of committee members and chairs and operations of the Board's committees (including this Committee) and submit recommended changes to the Board for approval.
3. Evaluate and present to the Board at least annually the Committee's determination as to (i) whether each director and director candidate satisfies the applicable Independence Standards (or any other classification under applicable laws, rules or regulations for purposes of committee assignments) and (ii) whether the Audit Committee has an "audit committee financial expert."

D. Evaluations, Orientation and Training

1. Develop and recommend to the Board for its approval a self-evaluation process for the Board and each of its committees and oversee and report to the Board regarding the performance and effectiveness of the Board and each of its committees in fulfilling their responsibilities, including considering performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection.
2. Oversee an orientation program for new directors and a continuing education program for current directors, periodically reviewing these programs and updating them as appropriate.

E. Stockholder Engagement and Related Matters

1. Review and provide guidance to the Board and management about the framework for the Board's oversight of, and involvement in, stockholder engagement.
2. Consider any stockholder proposal submitted for inclusion in the Company's proxy materials and make a recommendation to the Board regarding whether the proposal should be included or excluded from the Company's proxy materials and, if included, whether it should be supported or opposed by the Board.

F. Other Responsibilities

1. Consider, and if appropriate, approve a request by the Company's Chief Executive Officer or any member of the Board to engage in any transaction, activity or relationship that might give rise to an actual or potential conflict of interest, and any material outside interest, responsibility or obligation, including, but not limited to, service on the board of directors of, or consulting engagements with, any other company, consistent with the Company's Code of Conduct and Ethics and any other applicable policies and procedures of the Company.

2. Review the disclosure included in the Company's proxy or information statements regarding the Company's director nomination process, Board leadership structure and role in risk oversight and other corporate governance matters.
3. Carry out any other duties and responsibilities assigned to it by the Board, to the extent permitted by law and the Company's certificate of incorporation and bylaws.

IV. STUDIES AND ADVISORS

The Committee, in discharging its responsibilities and duties, may conduct, direct, supervise or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, documents, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain, supervise or terminate any search firm to identify director candidates, and legal and other consultants, experts and advisors of its choice to assist the Committee in connection with its functions. The Committee will have the sole authority to approve the fees and other retention terms of any such third parties.

V. MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF

Meetings of the Committee shall be held as frequently as is determined appropriate by the Committee. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chair will set the agenda for Committee meetings and will circulate the agenda reasonably in advance of each meeting. The Chair or any other member of the Committee may call meetings of the Committee in accordance with the Company's then-current bylaws.

The Chair will preside over Committee meetings. If the Chair is absent from a meeting, the members of the Committee may appoint any other member to preside by a majority vote.

The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action(s) by written consent, notice, waiver of notice and quorum (except that a quorum of the Committee will consist of no fewer than two members) and voting requirements as are applicable to the Board.

Subject to the requirements of this Charter and applicable laws, rules and regulations, the Committee and the Chair may hold private meetings with their advisors and may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair (or other member presiding over a meeting) will designate a secretary for each meeting, who need not be a member of the Committee. The Company shall provide the Committee such staff support as it may require.

VI. MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will make such minutes and copies of written consents available to the other

members of the Board and cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Chair will periodically report to the Board with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions.

VII. COMPENSATION

Members of the Committee will receive compensation for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair.

VIII. DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable laws, rules, regulations, stock exchange listing standards, and the Company's then-effective certificate of incorporation and bylaws, form and delegate authority to subcommittees. In the event of a conflict between this Charter and the Company's certificate of incorporation and bylaws, the Company's certificate of incorporation and bylaws shall control.

IX. REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate the Committee's composition and performance periodically, and report to the Board on such evaluation. The Committee will also periodically review and reassess the adequacy of this Charter, and recommend to the Board any changes the Committee determines are appropriate.

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

Exhibit A

Selection Criteria for Director Candidates

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

I. Stockholder Recommendations and Nominations

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

A stockholder desiring to nominate a person directly for election to the Board at an annual meeting of the stockholders must meet the deadlines and other requirements in the Company’s bylaws and the rules and regulations of the SEC. The Secretary of the Company will provide a copy of the Company’s bylaws upon written request from a stockholder.

II. Identifying and Evaluating Nominees for Director

In evaluating director candidates, including directors eligible for re-election, the Committee will consider the following:

- The current size and composition of the Board and the needs of the Board and its respective committees;
- Such factors as character, integrity, judgment, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company’s business and industry, conflicts of interest, and other commitments. The Committee need not assign any particular weight or priority to any one factor; and
- Any other factors the Committee considers appropriate.

The Committee requires the following qualifications to be satisfied by any nominee for a position on the Board:

- High standards of personal and professional ethics and integrity;
- Proven achievement and competence in the nominee’s field and the ability to exercise sound business judgment;
- Skills that are complementary to those of members of the existing Board;
- The ability to assist and support management and make significant contributions to the Company’s success; and

- An understanding of the fiduciary responsibilities required of a director and a commitment to devote the time and energy necessary to perform those responsibilities.

If the Committee decides that an additional or replacement director is required, it may do whatever it considers appropriate to evaluate a director candidate, including interviewing the candidate and the stockholder(s) recommending the candidate, engaging an outside search firm to gather additional information, conducting background checks and relying on the knowledge of the members of the Committee, other directors and/or management.

The Committee may propose to the Board a candidate recommended or offered for nomination by a stockholder as a nominee for election to the Board.

III. Decision by Board of Directors

After receiving the Committee's recommendations, the Board will have final authority to determine the candidates to be nominated by the Board.

IV. Modification of Policies and Procedures

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