

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
ODYSSEY THERAPEUTICS, INC.**

I. PURPOSE

The purpose of the Compensation 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 compensation matters. The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this charter (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. Each member of the Committee will, subject to any exceptions permitted by The Nasdaq Stock Market LLC (“**Nasdaq**”) or the Securities and Exchange Commission (the “**SEC**”), including any phase-in periods or cure periods:

- be “independent” in accordance with applicable laws, rules and regulations, including the applicable rules and regulations of the SEC and Nasdaq rules;
- be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member, including (i) the receipt of any consulting, advisory or other compensatory fee paid by the Company to such director and (ii) the director’s status as an affiliate of the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company; and
- meet any other requirements imposed by applicable laws, regulations or rules, applicable stock exchange listing standards and any other guidelines established by the Company.

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 their 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.

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 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 responsibilities and duties of the Committee shall be (i) to establish, oversee, review and administer the Company's compensation policies, plans and programs; (ii) to recommend to the Board for approval the form and amount of compensation to be paid or awarded to the Chief Executive Officer of the Company (the "CEO"); (iii) to approve the form and amount of compensation to be paid or awarded to any "officer" as defined in Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), any executive vice president level officer or above, and any other member of the Company's executive committee (collectively, the "Company Officers") and directors of the Company, other than the CEO; (iv) to the extent applicable, to review and discuss with the Company's management and approve the Company's compensation disclosures contained under the caption "Compensation Discussion and Analysis" and the related tabular presentations regarding named executive officer compensation ("CD&A") for use in any of the Company's Annual Reports on Form 10-K, registration statements, proxy statements or information statements filed with the SEC; and (v) such additional responsibilities and duties as may be requested of the Committee by the Board from time to time, including the following:

1. Annually review and approve the Company's annual corporate goals, which shall be used in conjunction with making compensation decisions for the Company Officers, determine the Company's level of achievement on its annual corporate goals, evaluate the contributions made by the Company Officers towards the Company's achievement of its annual corporate goals and consider other factors related to the performance of the Company in conjunction with making compensation decisions for the Company Officers.
2. Establish, review and recommend to the Board for approval the salary, bonuses, equity and other elements of compensation of the CEO. In recommending the long-term incentive component of the CEO's compensation, the Committee may consider, among other things, the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years.
3. Develop and recommend to the Board for its approval an annual evaluation process for the CEO, annually conduct or oversee that evaluation process and report to the Board regarding the effectiveness of the CEO in fulfilling his or her responsibilities.
4. Establish, review and approve the salary, bonuses, equity and other elements of compensation of the Company Officers other than the CEO.
5. Consider the results of stockholder advisory votes on executive compensation ("say-on-pay") and the frequency of such votes, as applicable.
6. Review and discuss with management the CD&A, as applicable; based on the review and discussion, recommend to the Board whether the CD&A be included in the Company's annual proxy statement or Annual Report on Form 10-K, as applicable; and prepare an annual Compensation Committee Report for inclusion in the Company's annual proxy statement or Annual Report on Form 10-K.
7. Review and approve the selection of the companies to be included in the Company's peer group for the purposes of benchmarking Company Officer compensation and non-employee director compensation. Additionally, from time to time, as it deems

appropriate, the Committee may update the criteria for the selection of companies to be included in the Company's peer group, as well as the companies actually selected for inclusion.

8. Review and recommend to the Board for approval the terms of offer letters, employment agreements, severance agreements, change in control agreements, indemnification agreements and other material agreements between the Company and the Company Officers, as well as any material amendments to any of the foregoing.
9. Review and approve policies and procedures relating to perquisites for Company Officers as it deems appropriate.
10. Review and recommend to the Board for approval incentive compensation plans for the Company Officers and any changes to such plans as the Committee deems appropriate (or effect such changes to any such plan, to the extent authorized by the Board or the applicable plan document).
11. With respect to the Company's equity incentive plans, (i) periodically review and, where appropriate, recommend to the Board amendments with respect to the aggregate number of shares reserved for issuance thereunder, (ii) approve grants to employees, consultants and Company Officers (other than the CEO), and recommend to the Board for approval grants to the CEO, under such equity incentive plans, and (iii) delegate authority to act under the equity incentive plans to the CEO and Chief Financial Officer or other Company Officers, as appropriate, under the Company's Equity Award Grant Policy.
12. Administer and interpret the Company's equity incentive plans, programs and arrangements and the agreements thereunder, including through the review, adoption and, as needed, updating of the Company's Equity Award Grant Policy, and to the extent the Committee deems necessary or appropriate, establish guidelines, interpret plan documents and exercise such other powers and authority as may be permitted or required under such plans.
13. To the extent the Committee deems necessary or appropriate, approve, administer and amend the Company's other employee benefit plans.
14. Review and discuss the short-term contingency and long-term succession plans for the offices of CEO and other Company Officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.
15. Oversee and at least annually review the Company's management's assessment of major risk exposures associated with the Company's compensation policies and practice and the mitigation thereof.
16. Review and administer the "clawback policy" or similar policy or agreement between the Company and the Company Officers, subject to applicable rules and regulations of the SEC and Nasdaq.
17. Review and assess the independence of any potential compensation consultant, outside legal counsel or other advisor to the Committee (other than such persons (i)

consulting on broad-based plans that do not discriminate in favor of Company Officers or directors, or (ii) providing non-customized compensation information or information customized using parameters not developed by such person and about which such person does not provide advice) prior to the selection of such consultant, counsel or advisor to the Committee and annually thereafter, taking into consideration all factors relevant to such consultant's, counsel's or advisor's independence, as and to the extent required under applicable laws, regulations and stock exchange listing standards, including, but not limited to, the factors enumerated in Section 10C-1 of the Exchange Act and Nasdaq listing rule 5605(d)(3)(D).

18. Periodically review and recommend to the Board for approval the type and amount of compensation to be paid or awarded to non-employee directors, including any consulting, retainer, Board meeting, committee and committee chair fees and equity grants.
19. Periodically review the Company's strategies, initiatives and programs with respect to the Company's culture, talent, recruitment, retention and employee engagement.
20. Carry out any other duties and responsibilities assigned to it by the Board, to the extent permitted by law and the Company's then-effective 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 and terminate legal counsel, compensation and other consultants, accountants, 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.

The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any legal counsel, compensation and other consultants, accountants, experts and advisors retained by the Committee;
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions; and
- the commission of any necessary studies or surveys concerning the levels of executive compensation payable in the industry in which the Company is engaged and in other related industries or obtaining recommendations from outside/independent consultants concerning comparable compensation programs.

Irrespective of the retention of compensation and other consultants, legal counsel, accountants, experts and other advisors to assist the Committee, the Committee shall exercise its own judgment in fulfillment of its functions.

The Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee. The Committee is further authorized to prohibit the Company from engaging a compensation consultant engaged by the Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the prior approval of the Committee.

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, or cause to be circulated, 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. Company Officers (including the CEO) should generally not be present during portions of any Committee or Board meeting during which his or her individual performance or specific compensation are being deliberated, reviewed or determined. 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 annually review and reassess the adequacy of this Charter and recommend to the Board any changes the Committee determines are appropriate.

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