

**STRUCTURE THERAPEUTICS INC.**  
**CHARTER OF THE COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**PURPOSE**

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Structure Therapeutics Inc. (the “*Company*”) is to:

- help the Board oversee the Company’s compensation policies, plans and programs and overall compensation philosophy;
- review and determine the compensation to be paid or awarded to the Company’s executive officers, other members of senior management (in the Committee’s discretion), and non-employee directors;
- when required, review and discuss with management the Company’s compensation disclosures in the “Compensation Discussion and Analysis” (“*CD&A*”) section to be included in the Company’s annual proxy statement or annual report on Form 10-K, in accordance with the rules of the Securities and Exchange Commission (the “*SEC*”);
- when required, prepare and review the Committee report on executive compensation to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the SEC;
- administer the Company’s incentive compensation plans, as appropriate, equity-based plans and such other benefit plans as designated from time to time by the Board; and
- assist the Board in its oversight of the Company’s policies and strategies relating to human capital management.

The term “*compensation*” includes salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans. The term “*executive officer*” means the individuals designated by the Company as officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended from time to time (the “*Exchange Act*”).

**COMPOSITION**

***Membership and Appointment***

The Committee will consist of at least two members of the Board. The members of the Committee will be members of the Board appointed by, and will serve at the discretion of, the Board on the recommendation of the Nominating and Corporate Governance Committee. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

### ***Qualifications***

Each member of the Committee will satisfy (i) the independence requirements of The Nasdaq Stock Market, LLC (“*Nasdaq*”) listing requirements, applicable to compensation committee members, as in effect from time to time, when and as required by Nasdaq, (ii) the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Exchange Act and (iii) any other qualifications determined by the Board.

### ***Chairperson***

The Board may designate a chairperson of the Committee (the “*Chair*”). In the absence of that designation, the Committee may designate a Chair by majority vote of the Committee members, provided that the Board may replace any Chair designated by the Committee at any time. The Chair will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chair, the Committee shall select another member to preside in accordance with the Company’s Articles of Association (the “*Articles*”).

### **MEETINGS AND MINUTES**

The Committee will meet whenever its members deem a meeting necessary or appropriate. The Committee will determine where and when to meet. The same procedural rules concerning notice of meetings, actions by unanimous consent or telephonic meetings and meetings held by other means of remote communication, and other procedural matters, shall apply to Committee meetings as apply to meetings of the Board under the Articles and other governing documents. As part of its responsibility to foster open communication, the Committee will meet periodically with the Chief Executive Officer and any other officers, as it deems appropriate. However, the Committee should meet regularly without such officers present, and shall deliberate and vote with respect to such officer’s compensation without such officers being present.

All non-management directors who are not members of the Committee may attend meetings of the Committee and may participate in discussions at those meetings but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons (other than a member of the Committee) it deems appropriate in order to carry out its responsibilities.

A majority of the authorized number of members of the Committee shall constitute a quorum for the transaction of business, unless the Committee shall consist of two members, in which event one member shall constitute a quorum. The act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. In accordance with the Articles in case of an equality of votes the Chair shall have a second or casting vote.

The Committee will maintain written minutes of its meeting and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book.

## **AUTHORITY**

### ***Authority to Retain Advisors***

The Committee shall have authority, in its sole discretion, to retain (or obtain the advice of) any, compensation consultant, legal counsel or other advisors (referred to collectively as “*advisors*”) to assist the Committee in fulfilling its responsibilities under this Charter, only after taking into consideration all factors relevant to such advisor’s independence from management, including the factors required by Nasdaq from time to time. However, nothing in this provision requires that any advisors be independent. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of any advisors engaged for the purpose of advising the Committee, and such advisors shall report directly, and be accountable, to the Committee. If the Committee concludes that it must retain such advisors, it may do so and determine compensation for those advisors at the Company’s expense. The Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of the Company. The Committee will have authority to require that any of the Company’s personnel or outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its advisors. Nothing in this provision requires the Committee to implement or act consistently with the advice or recommendations of any advisor or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

### ***Authority to Delegate Authority to Chair and Form Subcommittees***

The Chair shall have the delegated authority to act on behalf of the Committee in connection with (1) approval of the retention of advisors (including negotiation and execution of their engagement letters), (2) approval of payment of expenses incurred by the Committee described in the previous paragraph and (3) as may otherwise be determined by the Committee. The Committee also may form and delegate authority to one or more subcommittees consisting of one or more of its members to the extent allowed under applicable law and Nasdaq listing requirements; provided, however, that when appropriate to satisfy the requirements of Section 16b-3 of the Exchange Act, any such subcommittee shall be composed solely of two or more members that have been determined to be “non-employee directors” within the meaning of Rule 16b-3 under the Exchange Act.

By delegating an issue to the Chair or a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to the Chair or a subcommittee, doing so will not limit or restrict future action by the Chair or subcommittee on any matters delegated to it. Any action or decision of the Chair or a subcommittee will be presented to the full Committee at its next scheduled meeting. By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities.

The Committee may delegate to one or more officers or other employees of the Company the authority to grant, amend and/or administer awards of cash or options or other equity securities to any employee or other service provider of the company who is neither a director nor “executive officer” of the Company under the Company’s incentive compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of the relevant plan; provided that such delegation is in compliance with the plan and applicable law.

### *Access to Company Resources*

The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee to discharge such member's responsibilities hereunder.

### **RESPONSIBILITIES AND DUTIES**

The Committee's responsibilities are for oversight, as described under "**Purpose**" above. The members of the Committee are not employees of the Company, and they do not perform management's functions. The Committee relies on the expertise and knowledge of management in carrying out its oversight responsibilities. The Committee shall have the following responsibilities; provided, *however*, that this list of responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent consistent with the Committee's purpose and permitted by applicable law and Nasdaq listing requirements. The Committee may also carry out any other responsibilities delegated to it by the Board from time to time. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable law and Nasdaq listing requirements.

### *Setting Compensation for Executive Officers and Directors*

**1. Compensation Philosophy.** The Committee will establish and approve, or recommend to the Board for approval, the compensation philosophy for executive officers and directors of the Company, including but not limited to reviewing compensation practices and trends to assess the adequacy and competitiveness of the Company's executive compensation programs as compared to companies in the Company's industry and evaluating the efficacy of the Company's compensation policy and strategy in achieving expected benefits to the Company and otherwise furthering the Committee's policies.

**2. Compensation of Chief Executive Officer.** The Committee will review and approve, or recommend to the Board for approval, any individual and corporate performance goals and objectives that may be established for the Company's Chief Executive Officer and evaluate annually the Chief Executive Officer's performance in light of those goals and objectives. Based on its evaluation, the Committee shall determine and approve, or recommend to the Board for determination and approval, the compensation of the Chief Executive Officer. The Chief Executive Officer may not be present during the voting or deliberations regarding the Chief Executive Officer's compensation.

**3. Compensation of Other Executive Officers and Senior Management.** The Committee will review and approve, or recommend to the Board for approval, any individual and corporate performance goals and objectives of the Company's executive officers other than the Chief Executive Officer (and other members of senior management in the Committee's discretion) and evaluate their individual performance, taking into account the recommendations and evaluation of the Chief Executive Officer to the extent the Committee deems appropriate.

**4. Compensation of Directors.** The Committee will review and approve, or recommend to the Board for approval, the type and amount of compensation for Board and committee service to be paid or awarded to non-employee directors.

**5. Compensation Agreements and Arrangements.** The Committee will review and approve, or recommend to the Board for approval, employment agreements, severance or termination

arrangements, change-in-control protections and other compensatory contracts or arrangements, including any material modifications thereto, with the Chief Executive Officer and the other executive officers (and other members of senior management in the Committee's discretion).

**6. Perquisites.** If the Committee determines to be necessary or appropriate, the Committee will establish and periodically review policies and any agreements providing perquisites for directors, executive officers or other senior management at the Committee's discretion, provided that any perquisites for non-executive officer members of the Board must be recommended to the full Board.

**7. Peer Group.** Review and approve, or recommend to the Board for approval, the list of companies, if any, to be included in any compensation peer group used to determine pay levels based on criteria the Committee deems appropriate.

### *Administration of Benefit Plans*

**8. Administration of Equity-Based Plans.** The Committee will have full power and authority to adopt, amend, terminate, and administer the Company's equity-based plans and programs. The Committee will have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, approve modifications to awards and exercise other power, as appropriate. The Committee will have the power to review and approve, or recommend to the Board for approval, all equity-based awards, including pursuant to the Company's equity-based plans, subject to the ability of the Committee to delegate authority pursuant to this Charter and the terms of the applicable plans. If the Board or Committee determines to be necessary or appropriate, establish and periodically review the Company's policies for equity grant timing.

**9. Administration of Other Benefit Plans.** The Committee will have full power and authority to adopt, amend, terminate, and administer the Company's pension and profit sharing plans, cash incentive plans, deferred compensation plans and similar programs, including perquisites pertaining to executive officers, as the Committee deems appropriate or otherwise required under such plans. The Committee will have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, approve modifications to awards and exercise other power, as appropriate.

### *Other Matters*

**10. Risk Assessment.** When required, the Committee will review the Company's practices and policies of employee compensation as they relate to risk management and risk-taking incentives, to determine if such compensation policies and practices are reasonably likely to have a material adverse effect on the Company, and take such determinations into account in discharging the Committee's responsibilities.

**11. Compensation Discussion and Analysis; Committee Report.** If required, review and discuss with management the CD&A required to be included in the Company's annual proxy statement or annual report on Form 10-K and, based on that review and discussion, recommend to the Board whether or not the CD&A should be so included, and produce a Compensation Committee Report for inclusion in the Company's annual proxy statement or annual report on Form 10-K, as required pursuant to applicable rules and regulations of the SEC.

**12. Compensation Proposals.** The Committee shall provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual general meeting of shareholders, including the frequency of advisory votes on executive compensation if required by Section

14A of the Exchange Act and the rules and regulations promulgated thereunder. The Committee will review and consider the results of any advisory vote on executive compensation.

**13. Regulatory Compliance.** The Committee shall monitor the Company's regulatory compliance with respect to compensation matters.

**14. Securities Ownership Guidelines.** If the Board or Committee determines to be necessary or appropriate, the Committee will establish and monitor securities ownership guidelines for directors and/or executive officers of the Company.

**15. Clawback Policies.** The Committee shall establish, approve, modify and oversee the Company's compensation clawback or similar policies, including a clawback policy that complies with the requirements of the SEC and Nasdaq listing requirements, and any required recoupment and disclosure.

**16. Review of Compensation Advisor Independence.** The Committee will review and discuss with management, if appropriate, the independence of any advisors engaged by the Committee and how any conflict of interest raised by the work of such advisor is being addressed, and prepare any necessary disclosure in the Company's annual proxy statement in accordance with applicable law and Nasdaq listing requirements.

**17. Management Succession.** The Committee will periodically review the plans for succession to the offices of (i) the Company's Chief Executive Officer and (ii) other executive officers, together with the Board and the Chief Executive Officer, in the Committee's discretion.

**18. Human Capital Management.** The Committee will periodically review matters relating to human capital management, including the Company's policies and strategies regarding recruiting, retention, career development and progression, diversity and inclusion, overall employee wellness, engagement of Company personnel and other employment practices. The Committee will periodically review and discuss with management the Company's corporate culture and strategies in support of diversity, equity and inclusion. If and as the Committee determines to be necessary or appropriate, the Committee will make recommendations to the Board regarding the Company's human capital management policies and strategies.

**19. Committee Self-Assessment.** The Committee will annually evaluate its performance.

**20. Charter Review.** The Committee shall also review and assess the adequacy of this Charter annually and shall recommend any proposed changes to the Board for its consideration and approval.

**21. Report to the Board.** The Committee will report regularly to the Board with respect to such matters as the Committee deems appropriate from time to time or whenever requested to do so. The Committee shall provide such recommendations to the Board as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.

**22. General Authority.** The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of any of the foregoing.

**Approved by the Board: March 27, 2025**