

CULLINAN THERAPEUTICS, INC.

COMPENSATION COMMITTEE CHARTER

I. General Statement of Purpose

The purpose of the Compensation Committee of the Board of Directors (the “Compensation Committee”) of Cullinan Therapeutics, Inc. (together with its subsidiaries, the “Company”) is to discharge the Board’s responsibilities relating to compensation of the Company’s 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 director and executive officer compensation. The primary objective of the Compensation 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.

II. Composition

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of at least 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 in the Nasdaq Stock Market Rules. In determining the members of the Compensation 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”), and as “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

The Board shall appoint the members of the Compensation Committee annually and may replace or remove them 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 Compensation Committee. Vacancies, for whatever reason, may be filled only by the Board. The Board shall designate one member of the Compensation Committee to serve as chair of the Compensation Committee (the “Chair”).

III. Meetings

The Compensation Committee shall meet as often as it determines appropriate, in person or by conference telephone or other communications equipment by means of which all participants can hear each other. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by vote of a majority of members present at a meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent in accordance with the Company’s certificate of incorporation. The Chair of the Compensation Committee, in consultation with the other members and management, may set meeting agendas consistent with this Compensation Committee Charter (the “Charter”).

IV. Compensation Committee Activities

The Compensation 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 Director and Executive Officer Compensation

- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Compensation Committee deems advisable with regard to) the Company's processes and procedures for considering and determining 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.
- Review, consider and select, to the extent determined to be advisable, a peer group of appropriate companies for purposes of benchmarking and analysis of compensation for the Company's executive officers and directors.

C. Compensation Committee Report

- Review and discuss with management the Compensation Discussion and Analysis, if any, to be included in the Company's proxy statement or annual report on Form 10-K ("CD&A").
- Based on its review and discussions with management, recommend 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 Compensation Committee Report to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the rules and regulations of the Securities and Exchange Commission, the Nasdaq Stock Market rules, and any other rules and regulations applicable to the Company.

D. Annual Evaluation of the Compensation Committee

- Perform an annual evaluation of the Compensation Committee and report the results to the Board.

E. Incentive-Compensation and Equity-Based Plans

- Review and approve grants and awards under incentive-based compensation plans and equity-based plans, in each case consistent with the terms of such plans.

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

- Review the corporate goals and objectives to be considered in determining the compensation of the Company's Chief Executive Officer (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 compensation based on that evaluation.
- In formulating its recommendation regarding 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, the awards made by the Company to the CEO and other factors the Committee may deem appropriate.
- Review periodically the aggregate amount of compensation being paid or potentially payable to the CEO.
- Exclude the CEO during voting or deliberations regarding their compensation.

G. Matters Related to Compensation of the Officers Other Than the Chief Executive Officer

- Review the corporate goals and objectives to be considered in determining the compensation of the Company's officers.
- Determine the compensation of all officers of the Company other than the CEO; for this purpose, the term "officer" has the meaning defined in Rule 16a-1 promulgated under the Exchange Act.
- Review periodically the aggregate amount of compensation being paid or potentially payable to the Company's officers.

V. Additional Compensation Committee Authority

The Compensation Committee is authorized, on behalf of the Board, to do any of the following:

A. Matters Related to Compensation of the Company's Directors

- Review and make such recommendations to the Board as it deems advisable regarding the compensation of the directors of the Company, including compensation under any equity-based plans.

B. Matters Related to Compensation of Senior Management

- Provide oversight of management’s decisions regarding the compensation of all members of senior management of the Company (other than the CEO and other officers described above), including with respect to any incentive-compensation plans and equity-based plans.
- Review periodically the aggregate amount of compensation being paid or potentially payable to members of the Company’s senior management.

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

- Retain or obtain the advice of compensation consultants, legal counsel and/or other advisers.
- Have sole responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser (each, a “Consultant”) it retains (payment, as determined by the Compensation Committee, of reasonable compensation to any such Consultant to be funded by the Company).
- Before selecting a Consultant consider all factors relevant to the Consultant’s independence from management of the Company, including the factors set forth in the Nasdaq listing standards then in effect and any other applicable laws, rules or regulations.

D. Recoupment of Incentive Compensation Policy

- Oversee and administer the Company’s Recoupment of Incentive Compensation Policy.

VI. General

- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members to carry out its responsibilities.
- The Compensation Committee shall make regular reports to the Board on matters for which it has responsibility.
- In carrying out its responsibilities, the Compensation Committee shall be entitled to rely on advice and information it receives from management and any experts, advisors and professionals with whom it may consult.

- The Compensation 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 Compensation Committee or its members or advisers.
- The Compensation Committee may perform such other functions the Board may request from time to time.

Adopted December 16, 2020; amended November 2022; further amended November 2023.