

# **ITEOS THERAPEUTICS, INC.**

## **Compensation and Leadership Development Committee Charter**

### **I. General Statement of Purpose**

The Compensation Committee of the Board of Directors (the “Compensation Committee”) of iTeos Therapeutics, Inc. (the “Company”), on behalf of the Board of Directors (the “Board”), discharges certain Board responsibilities relating to the compensation of the Company’s directors and executive officers (as defined in Rule 3b-7 under the Exchange Act of 1934, as amended (the “Exchange Act”)) (“Executive Officers”), oversees the Company’s leadership development, overall compensation structure, policies and programs, and reviews the Company’s processes and procedures for the consideration and determination of director and executive compensation. The primary objective of the Compensation Committee is to develop and implement compensation policies and plans designed to 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. Compensation Committee Composition**

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall be independent in accordance with the provisions of Rule 10C-1(b)(1) under the Exchange Act, and satisfy the independence standards established pursuant to Rule 5605(a)(2) of the Nasdaq Stock Market Rules, subject to any applicable exceptions contained 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 Exchange Act.

The members of the Compensation Committee shall be appointed by the Board and, once appointed, shall continue to serve in such capacity until resignation or removal. Directors may be replaced or removed by the Board 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 occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compensation Committee to serve as Chairperson (the “Chair”) of the Compensation Committee.

### **III. Meetings**

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities, which meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting 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 a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation

Committee may act by unanimous written consent in accordance with the Company's bylaws. The Chair of the Compensation Committee, in consultation with the other members and management, may set meeting agendas consistent with this Charter.

The Compensation Committee shall maintain minutes containing a summary of the actions taken at each Compensation Committee meeting and shall make regular reports to the Board with respect to actions taken by the Compensation Committee and areas of the Compensation Committee's responsibilities.

#### **IV. Compensation Committee Activities**

The Compensation Committee's purpose and responsibilities shall be to:

##### **A. 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 the consideration and determination of director and executive compensation, and review and discuss with management any description 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 directors and Executive Officers.

##### **B. Leadership Development**

- Oversee the development of senior leadership talent, including assessing current and future leadership needs and implementing appropriate compensation and development programs.

##### **C. Compensation Committee Report**

- Review and discuss with management any Compensation Discussion and Analysis to be included in the Company's proxy statement or annual report on Form 10-K ("CD&A"), if required.
- Based on the Compensation Committee's review and discussions with management of the CD&A, make a recommendation 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 applicable rules and regulations of the Securities and Exchange Commission,

any securities exchange on which the Company's securities are traded, and any other rules and regulations applicable to the Company.

**D. Equity, Equity-Based and Other Compensatory Plans**

- Supervise, administer, and evaluate incentive, equity, equity-based, and other compensatory plans of the Company in which Executive Officers and key employees participate, including approving any policies, procedures, frameworks or guidelines for the grant of equity-based awards and/or annual incentive awards, interpreting and promulgating rules relating to the plans, designating employees eligible to participate in such plans, and imposing limitations and conditions on grants or awards thereunder (except, in all cases, with respect to the Company's Chief Executive Officer (the "CEO")). For purposes hereof, the term "Executive Officer" shall mean any "executive officer" as defined in Rule 3b-7 under the Exchange Act.
- With respect to the CEO, review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to awards under equity or equity-based plans (each, an "Equity Plan") consistent with the terms of such Equity Plans.
- With respect to the Executive Officers (except the CEO), review and approve grants and awards under Equity Plans consistent with the terms of such Equity Plans, including the size of grants and awards and modifying or canceling grants or awards.
- Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to the size of Equity Plans.
- Review and make recommendations to the Board regarding the adoption of any new Equity Plans.
- Review and approve amendments (except for amendments related to the size of Equity Plans) to existing Equity Plans or awards issued thereunder (except with respect to awards issued to the CEO), to the extent the authority to approve such amendments is provided therein.
- To the extent permitted by applicable law and the provisions of a specific Equity Plan, the Compensation Committee may delegate to one or more directors, Executive Officers, or senior management employees of the Company the power to grant options or other equity awards, and amend the terms of such awards, pursuant to such Equity Plan to employees of the Company who are not directors or Executive Officers of the Company, such power to be limited to the parameters set forth in the applicable resolutions adopted by the Compensation Committee.

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

- Annually, review and recommend to the Board for determination the corporate goals and objectives that may be relevant to the compensation of 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 for determination the CEO's salary, bonus, equity and non-equity compensation (including cash-based incentive compensation), perquisites, and any other forms of executive compensation. In connection with recommending the long-term incentive component of the CEO's compensation, the Compensation Committee may consider the Company's performance, the value of similar incentive awards granted to chief executive officers at comparable companies, and the awards granted to the CEO in past years.
- The CEO shall not be present during voting or deliberations concerning his or her compensation.

**F. Matters Related to Compensation of the Executive Officers Other Than the CEO**

- Evaluate at least annually the performance of Executive Officers other than the CEO in light of their individual goals and the corporate objectives and review, determine, and approve the salary, bonus, equity and non-equity compensation (including cash-based incentive compensation), perquisites, and any other forms of executive compensation for such Executive Officers.
- Review and approve any employment agreements, severance arrangements, change-in-control arrangements, or special or supplemental employee benefits, and any material amendments to any of the foregoing, applicable to Executive Officers (other than the CEO).

**G. Matters Related to Compensation of the Company's Directors**

- Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to the compensation of the directors of the Company, including with respect to awards under any Equity Plans.

**H. Review of Charter**

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

**I. Performance Evaluation of the Compensation Committee**

- At least annually, conduct a performance evaluation of the Compensation Committee and report to the Board on the results of such evaluation.

## **V. Additional Compensation Committee Authority**

The Compensation Committee is authorized, on behalf of the Board, to do any of the following, as the Compensation Committee deems necessary or appropriate in its discretion:

### **A. Matters Related to Compensation Consulting Firms or Other Outside Advisers**

- Retain or obtain the advice of compensation consultants, legal counsel, and/or other advisers; provided that:
  - The Compensation 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 adviser retained by the Compensation Committee;
  - The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel, or other adviser; and
  - Before any compensation consultant, legal counsel, or other adviser (other than (1) in-house legal counsel or (2) any compensation consultant, legal counsel, or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Executive Officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel, or other adviser and about which the compensation consultant, legal counsel, or other adviser does not provide advice) is selected by, or provides advice to, the Compensation Committee, the Compensation Committee shall take into consideration the independence factors set forth in the listing standards of the Nasdaq Stock Market and applicable Securities and Exchange Commission rules and regulations; and
- Prohibit the Company from engaging a compensation consultant engaged by the Compensation Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the approval of the Compensation Committee.

### **B. Matters Related to Compensation Risk Assessment**

- Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and

compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

**C. Matters Related to Say-on-Pay**

- If applicable, review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation (“say on pay”), taking into account the results of the most recent stockholder advisory vote on frequency of “say on pay” votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the “say on pay” vote and the frequency of the “say on pay” vote to be included in the Company’s proxy statement.

**D. Matters Related to Recoupment of Incentive Compensation**

- Administer and enforce any clawback policy of the Company, as may be in effect from time to time.

**VI. General**

- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Compensation Committee deems it appropriate to do so, in order to carry out its responsibilities.
- In carrying out its responsibilities, the Compensation Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisers, and professionals with whom the Compensation Committee 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 to render advice to the Company attend a meeting of the Compensation Committee or meet with any members of or advisers to the Compensation Committee.
- The Compensation Committee may perform such other functions as may be requested by the Board from time to time.

Adopted September 10, 2024, 2024. For the avoidance of doubt, this charter supersedes all prior Compensation Committee charters.