

# SANA BIOTECHNOLOGY, INC.

## COMPENSATION AND TALENT COMMITTEE CHARTER

(Effective as of July 27, 2023)

### I. Purpose

The purpose of the Compensation and Talent Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Sana Biotechnology, Inc. (the “*Company*”) is to oversee the discharge of the responsibilities of the Board relating to the Company’s compensation and talent practices, including with respect to compensation for the Company’s executive officers.

### II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of The Nasdaq Stock Market LLC (“*Nasdaq*”) and the “non-employee director” standard within the meaning of Rule 16b-3 as defined under the Securities Exchange Act of 1934, as amended from time to time.

Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair of the Committee is designated by the Board, the Committee may designate a Chair of the Committee by majority vote of the full Committee membership.

### III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee shall annually review whether any such consultant, legal counsel or other adviser has relationships with the Company or its directors that would present any conflict of interest. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s bylaws and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. Duties and Responsibilities**

1. *General Responsibility.* The Committee shall have generalized supervisory responsibility for the compensation policies and talent practices applicable to all employees of the Company, including periodic reviews of the adequacy of the Company's compensation structure, performance review procedures, employee turn-over and retention, successorship plans, diversity and culture strategies, and other human resource issues. The Committee shall receive periodic reports on the Company's compensation and talent programs as they affect all employees.

2. *CEO Compensation.* With respect to the Company's Chief Executive Officer's (the "**CEO**") compensation, the Committee shall review the CEO compensation in light of market trends in executive compensation, and make recommendations to the Board regarding the compensation of the CEO based on such review. The Committee shall, periodically and as and when appropriate, review and recommend to the Board for approval the following as they affect the CEO: (a) any employment agreement and severance arrangement; (b) any change-in-control agreement and change-in-control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for the CEO, including supplemental retirement benefits and other perquisites. The Board shall retain the authority to: (x) approve the corporate goals and objectives relevant to CEO compensation, (y) evaluate CEO performance in light of such corporate goals and objectives, and (z) approve the compensation of the CEO; provided, however, the Board may, from time to time, delegate such authority to the Committee.

3. *Other Executive Compensation.* With respect to the compensation of the executive officers other than the CEO and each other executive who reports directly to the CEO (each, a "**Non-CEO Executive**" and collectively, the "**Non-CEO Executives**"), the Committee shall: (a) review and approve the corporate goals and objectives relevant to the Non-CEO Executives compensation, (b) evaluate Non-CEO Executive performance in light of those goals and objectives and (c) approve all compensation of the Non-CEO Executives based on such evaluation. The Committee shall, periodically and as and when appropriate, review and approve the following as they affect a Non-CEO Executive: (x) any employment agreement and severance arrangement; (y) any change-in-control agreement and change-in-control provisions affecting any elements of compensation and benefits; and (z) any special or supplemental compensation and benefits for a Non-CEO Executive, including supplemental retirement benefits and other perquisites. The Committee shall report to the Board all compensation determinations relevant to the Non-CEO Executives.

4. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's cash incentive compensation and equity-based plans and arrangements (the "**Plans**"). The Committee has full authority to administer

the Plans (except to the extent the terms of a Plan require administration by the full Board), and to make grants of cash-based and equity-based awards under the Plans.

5. *Selection of Annual Peer Group.* The Committee will periodically approve a peer group of companies against which to benchmark and compare the Company's executive compensation programs and to benchmark compensation for non-employee directors.

6. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

7. *Risk Assessment.* The Committee will oversee, review and assess any risks related to the Company's compensation and benefits policies and practices that could have a material adverse effect upon the Company.

8. *Clawback Policy.* The Committee shall serve as administrator and oversee the application of the Company's policy regarding recovery of incentive-based compensation.

9. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("**CD&A**") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

10. *Succession and Retention Plans.* The Committee will review plans for succession and retention of the Company's executive officers and others in key leadership and scientific positions, including transitional leadership in the event of an unplanned vacancy.

11. *Diversity, Talent and Culture Strategies.* The Committee will review the Company's diversity, talent, and culture strategies to include programs and policies applicable to management development, talent acquisition, engagement and retention strategies and the Company's inclusion, diversity and equity initiatives.

12. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report, to the extent it is required.

13. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

14. *Committee Self-Evaluation.* The Committee must annually perform an evaluation of the performance of the Committee.

15. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

16. *Shareholder Engagement.* The Committee shall oversee engagement with stockholders and proxy advisory firms on executive compensation matters.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. To the extent permitted by applicable law and the applicable Plan, the Committee also may delegate to one or more executive officers of the Company the authority to grant, and make determinations and administer the Plan with respect to, equity-based awards under a Plan to employees and consultants of the Company who are not officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended) or directors of the Company.