

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

**PURPOSES:**

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Pliant Therapeutics, Inc., a Delaware corporation (the “**Company**”), shall be to: (i) establish a Company compensation philosophy and strategy that is aligned with the Company’s long-term interests and those of its stockholders; (ii) review management’s recommendations for the type and level of compensation for directors, officers and employees of the Company and (iii) discharge the responsibilities of the Board relating to the compensation of the Company’s executive officers of the Company.

**COMPOSITION:**

The Committee shall be comprised of a minimum of two (2) members of the Board, all of whom shall be non-employee directors and shall satisfy the independence requirements established by the applicable laws, rules and regulations of the Securities and Exchange Commission (the “**SEC**”) and The Nasdaq Stock Market LLC (“**Nasdaq**”). The members of the Committee and its chairperson (the “**Chairperson**”) will be appointed by and serve at the discretion of the Board.

Any action duly taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications described herein shall nevertheless constitute a duly authorized action of the Committee and shall be valid and effective for all purposes, except to the extent otherwise required by law or determined appropriate by the Committee to satisfy regulatory standards.

**FUNCTIONS AND AUTHORITY:**

The Committee shall have the full power and authority to carry out the following responsibilities:

1. Review and approve the structure and guidelines for various incentive compensation and benefit plans and recommend for the Board’s approval incentive compensations plans in which the following employees participate: (i) the Chief Executive Officer, (ii) an officer subject to Section 16 of Securities Exchange Act of 1934, as amended (a “**Section 16 Officer**”), or (iii) an employee that (a) reports directly to the Chief Executive Officer, and (b) is at the vice-president level or higher (together with the Section 16 Officers, the “**Covered Officers**”).
2. Grant equity awards under the various equity incentive compensation plans. Delegate to an equity grant subcommittee, which may be comprised of management representatives, authority to grant such awards and certain administrative authority as the Committee deems necessary or appropriate, provided that the Committee shall not delegate authority to grant any equity awards (i) that are expressly required in this Charter to be granted by the Committee or the Board, (ii) to the Chief Executive Officer or any Section 16 Officer, or (iii) to the extent prohibited by applicable law.
3. Grant equity awards under an inducement plan established pursuant to Nasdaq Listing Rule

5635(c)(4) and IM-5635-1. Delegate to an equity grant subcommittee, which may be comprised of management representatives, certain administrative authority (other than authority to grant such awards) as the Committee deems necessary or appropriate.

4. Approve Chief Executive Officer compensation, including, but not limited to, annual salary, bonus, amount and mix of equity compensation and other direct or indirect benefits. Inform the Board regarding Chief Executive Officer compensation decisions.
5. Approve the compensation for each Covered Officer, including, but not limited to, annual salary, bonus, amount and mix of equity compensation and other direct or indirect benefits. Inform the Board regarding the foregoing compensation decisions.
6. Review and approve (or, if it deems appropriate, make recommendations to the Board regarding) corporate performance goals and objectives, which shall be designed to support and reinforce the Company's long-term strategic goals, relevant to the Company's compensation plans and programs.
7. Approve employment, severance, consulting and change in control agreements or arrangements for the Chief Executive Officer and each Covered Officer.
8. Recommend for approval by the Board the compensation levels for the members of the Board who are outside directors.
9. Review on a periodic basis the operation of the Company's executive compensation programs to determine whether they remain supportive of the Company's business objectives and are competitive relative to comparable companies and to establish and periodically review policies for the administration of executive compensation programs.
10. Review regional and industry-wide compensation practices and trends to assess the propriety, adequacy and competitiveness of the Company's executive compensation programs among comparable companies in the Company's industry; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid.
11. Perform such other duties and responsibilities, consistent with this charter, the Certificate of Incorporation and Bylaws of the Company, governing law, the rules and regulations of Nasdaq, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.
12. Review the Company's compensation arrangements to evaluate whether incentive and other forms of compensation do not encourage inappropriate or excessive risk taking and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangements.
13. Review and discuss with management, the Company's major risks relating to the purview of the Committee, the Company's policies for assessment and management of such risks, and the steps to be taken to control such risks. Provide oversight to the Board regarding such risks, which may include the areas of compensation, benefits, succession planning, or employment practices, or other risks as the Committee or the Board deems appropriate.

14. Review the Compensation Discussion and Analysis required to be included in the Company's proxy statement and/or Annual Report on Form 10-K. Based on such review and discussion, the Committee will make a recommendation to the Board as to whether the Compensation Discussion and Analysis will be included in the proxy statement and/or Annual Report on Form 10-K and will prepare the Committee report.
15. Review the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.
16. Approve and administer the Company's clawback and recoupment policies.
17. Oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the Nasdaq rules that, with limited exceptions, stockholders approve equity compensation plans.
18. Oversee and monitor the Company's strategies and policies related to human capital management within the Company's workforce, including with respect to policies on diversity and inclusion, workplace environment and safety, and corporate culture.
19. Review performance of the Chief Executive Officer and the Covered Officers.
20. Review and reassess the adequacy of this charter on at least an annual basis and recommend any proposed changes to the Board for approval.
21. Perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing or as otherwise delegated to the Committee by the Board, or as required under the provisions of any compensation or benefit plan maintained by the Company.

The Committee shall have the authority to delegate any of its functions to a subcommittee thereof to the extent permitted by applicable law.

#### **MEETINGS:**

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. The President and Chief Executive Officer of the Company may attend any meeting of the Committee, except for portions of the meetings where his, her or their presence would be inappropriate, as determined by the Committee, and shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the independent auditor, the internal auditor, any other financial personnel employed or retained by the Company or any other person whose presence the Committee believes to be necessary, advisable or appropriate. Notwithstanding anything to the contrary set forth herein, the Chief Executive Officer may not be present for any portion of any meeting of the Committee at which the compensation of the Chief Executive Officer is deliberated or voted upon.

#### **CONSULTANTS AND ADVISORS:**

The Committee shall have the sole authority to retain or replace (or obtain the advice of) any independent counsel, compensation and benefits consultants and other outside experts or advisors as the Committee believes to be necessary, advisable or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of reasonable compensation to any such persons retained or consulted by the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of any such person and may select, or receive advice from, any such person only after taking into consideration such factors as may be prescribed by the applicable laws, rules and regulations of the SEC and Nasdaq for assessing the independence of such person.

**MINUTES AND REPORTS:**

Minutes of each meeting of the Committee shall be kept and distributed to each member of the Committee, each member of the Board who is not a member of the Committee and the Secretary of the Company. The Chairperson shall report to the Board from time to time or whenever so requested by the Board.

Amended on September 24, 2024.