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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(c)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

**Pliant Therapeutics, Inc.**  
(Name of Registrant as Specified in its Charter)

Not Applicable  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.  
 Fee paid previously with preliminary materials.  
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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PLIANT THERAPEUTICS, INC.  
260 Littlefield Avenue  
South San Francisco, CA 94080

**NOTICE OF 2024 ANNUAL MEETING OF STOCKHOLDERS**  
**To be held June 13, 2024**

Notice is hereby given that the 2024 Annual Meeting of Stockholders, (the "Annual Meeting"), of Pliant Therapeutics, Inc. will be held on Thursday, June 13, 2024 at 8:30 a.m. Pacific Time. The meeting will be held in a virtual format. Stockholders may attend the virtual Annual Meeting by visiting [www.virtualshareholdermeeting.com/PLRX2024](http://www.virtualshareholdermeeting.com/PLRX2024). To join the Annual Meeting, you will need to have your 16-digit control number, which is included on your proxy materials. The purpose of the Annual Meeting is the following:

- 1 To elect three class I directors named in this proxy statement to our board of directors;
- 2 To approve, by non-binding advisory vote, the resolution approving Named Executive Officer compensation;
- 3 To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024; and
- 4 To transact any other business properly brought before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

Only Pliant Therapeutics, Inc. stockholders of record at the close of business on April 19, 2024 will be entitled to vote during the Annual Meeting and any adjournment or postponement thereof.

We are mailing to our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice") instead of a paper copy of our proxy materials and our 2023 Annual Report to Stockholders (the "2023 Annual Report"). The Notice contains instructions on how to access those documents and to cast your vote via the Internet. The Notice also contains instructions on how to request a paper copy of our proxy materials and our 2023 Annual Report. This process allows us to provide our stockholders with necessary information on a more timely basis, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials.

Your vote is important. Whether or not you are able to attend the virtual Annual Meeting, it is important that your shares be represented. To ensure that your vote is recorded promptly, please vote as soon as possible, even if you plan to attend the virtual Annual Meeting. You may vote by submitting your proxy via the Internet, by telephone, or by mail (if you received paper copies of the proxy materials) by following the instructions on the proxy card or voting instruction card. Voting over the Internet or by telephone, written proxy or voting instruction card will ensure your representation at the virtual Annual Meeting regardless of whether you attend.

On behalf of the board of directors, thank you for your participation in this important annual process.

By order of the board of directors,

*Mike Ouimette*

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Mike Ouimette  
*General Counsel and Corporate Secretary*

South San Francisco, CA  
April 22, 2024

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PLIANT THERAPEUTICS, INC.  
260 Littlefield Avenue  
South San Francisco, CA 94080

**PROXY STATEMENT  
FOR THE 2024 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD JUNE 13, 2024**

This proxy statement contains information about the 2024 Annual Meeting of Stockholders, (the "Annual Meeting") of Pliant Therapeutics, Inc., (the "Company"), which will be held on Thursday, June 13, 2024 at 8:30 a.m. Pacific Time. The 2024 Annual Meeting will be a virtual stockholders meeting held on the Internet at [www.virtualshareholdermeeting.com/PLRX2024](http://www.virtualshareholdermeeting.com/PLRX2024). The board of directors of the Company (the "Board") is using this proxy statement to solicit proxies for use at the Annual Meeting. In this proxy statement, the terms "Pliant," "Company," "we," "us," and "our" refer to Pliant Therapeutics, Inc. The mailing address of our principal executive offices is 260 Littlefield Avenue, South San Francisco, CA 94080. Information made available on our website is not incorporated by reference into this proxy statement.

All properly submitted proxies will be voted in accordance with the instructions contained in those proxies. If no instructions are specified, the proxies will be voted in accordance with the recommendation of our Board with respect to each of the matters set forth in the accompanying Notice of Meeting. You may revoke your proxy at any time before it is exercised at the meeting by (1) following the instructions on the Notice and entering a new vote by mail that we receive before the start of the Annual Meeting or over the Internet by the cutoff time of 11:59 p.m. Eastern Time on June 12, 2024, (2) attending and voting at the virtual Annual Meeting (although attendance at the virtual Annual Meeting will not in and of itself revoke a proxy), or (3) by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with our Corporate Secretary. Any written notice of revocation or subsequent proxy card must be received by our proxy tabulator prior to the taking of the vote at the Annual Meeting. Such written notice of revocation or subsequent proxy card should be delivered by mail to the Proxy Tabulator for Pliant Therapeutics, Inc. at Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

We made this proxy statement and our Annual Report to Stockholders for the fiscal year ended December 31, 2023 available to stockholders on or about April 22, 2024.

**Important Notice Regarding the Availability of Proxy Materials for  
the Annual Meeting of Stockholders to be Held on June 13, 2024:**

**This proxy statement and our 2023 Annual Report to Stockholders are  
available for viewing, printing, and downloading at [www.proxyvote.com](http://www.proxyvote.com).**

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, as filed with the Securities and Exchange Commission (the "SEC"), except for exhibits, will be furnished without charge to any stockholder upon written request to Pliant Therapeutics, Inc., 260 Littlefield Avenue, South San Francisco, CA 94080, Attention: Corporate Secretary. This proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 are also available on the SEC's website at [www.sec.gov](http://www.sec.gov), or on the Investors & Media section of our website at <https://ir.pliantx.com>.

**PLIANT THERAPEUTICS, INC.  
PROXY STATEMENT  
FOR THE 2024 ANNUAL MEETING OF STOCKHOLDERS**

**GENERAL INFORMATION**

**When are this proxy statement and the accompanying materials scheduled to be sent to stockholders?**

We have elected to provide access to our proxy materials to our stockholders via the Internet. Accordingly, on or about April 22, 2024, we are mailing a Notice of Internet Availability of Proxy Materials (the "Notice"). Our proxy materials, including the Notice of 2024 Annual Meeting of Stockholders, this proxy statement, and the accompanying proxy card or, for shares held in street name (i.e., held for your account by a broker or other nominee), a voting instruction form, and the 2023 Annual Report to Stockholders (the "2023 Annual Report"), will be mailed or made available to stockholders on the Internet on or about the same date.

**Why did I receive a Notice of Internet Availability of Proxy Materials instead of a full set of proxy materials?**

Pursuant to rules adopted by the SEC, for most stockholders, we are providing access to our proxy materials over the Internet rather than printing and mailing our proxy materials. We believe following this process will expedite the receipt of such materials and will help lower our costs and reduce the environmental impact of our annual meeting materials. Therefore, the Notice was mailed to holders of record and beneficial owners of our common stock starting on or about April 22, 2024. The Notice provides instructions as to how stockholders may access and review our proxy materials, including the Notice of 2024 Annual Meeting of Stockholders, this proxy statement, the proxy card and our 2023 Annual Report, on the website referred to in the Notice or, alternatively, how to request that a copy of the proxy materials, including a proxy card, be sent to them by mail. The Notice also provides voting instructions. In addition, stockholders of record may request to receive the proxy materials in printed form by mail or electronically by e-mail on an ongoing basis for future stockholder meetings. Please note that, while our proxy materials are available at the website referenced in the Notice, and our Notice of 2024 Annual Meeting of Stockholders, this proxy statement and our 2023 Annual Report are available on our website, no other information contained on either website is incorporated by reference in or considered to be a part of this proxy statement.

**Who is soliciting my vote?**

Our board of directors is soliciting your vote for the Annual Meeting.

**When is the record date for the Annual Meeting?**

The record date for determination of stockholders entitled to vote at the Annual Meeting is the close of business on April 19, 2024.

**How many votes can be cast by all stockholders?**

There were 60,318,732 shares of our common stock, par value \$0.0001 per share, outstanding on the record date, all of which are entitled to vote with respect to all matters to be acted upon at the Annual Meeting. Each stockholder of record is entitled to one vote for each share of our common stock held by such stockholder.

**Where will the Annual Meeting be held this year?**

The Annual Meeting will be held virtually. The virtual format will enable us to provide access to the Annual Meeting for our stockholders regardless of geographic location. We are committed to ensuring that stockholders will be afforded the same rights and opportunities to participate as they would at an in-person meeting. In order to attend the virtual Annual Meeting, vote your shares and ask questions, stockholders of record as of April 19, 2024 can access the meeting at [www.virtualshareholdermeeting.com/PLRX2024](http://www.virtualshareholdermeeting.com/PLRX2024).

To join the Annual Meeting, you will need to have your 16-digit control number, which is included on the Notice and your proxy card. In the event that you do not have a control number, please contact your broker, bank, or other nominee as soon as possible, so that you can be provided with a control number and gain access to the meeting.

If you are logged in as a stockholder at the virtual Annual Meeting, you will have an opportunity to submit questions live via the Internet during a designated portion of the virtual Annual Meeting. Once you are logged in, type your question into the question box and click "submit." Subject to time constraints, we intend to answer questions pertinent to the Company and meeting matters.

submitted by stockholders during the Annual Meeting that comply with our rules of conduct for the Annual Meeting, which will be posted on the meeting website during the meeting.

The meeting will begin promptly at 8:30 a.m. Pacific Time on Thursday, June 13, 2024. You may access the meeting platform beginning at 8:15 a.m. Pacific Time, and we encourage you to join in advance of the meeting start time to allow sufficient time to log in and confirm your connection and audio are working properly. On the meeting day, if you have trouble accessing the virtual meeting platform or encounter other technical difficulties with the platform before or during the meeting, please call the technical support number posted on the Annual Meeting login page.

Even if you plan to attend the Annual Meeting virtually, we recommend that you also vote by proxy as described herein so that your vote will be counted if you decide not to attend the Annual Meeting.

**What are the proposals to be voted on this year?**

The purpose of the Annual Meeting is the following:

- 1 To elect three class I directors named in this proxy statement to our board of directors, to serve until the 2027 Annual Meeting of Stockholders and until their successor has been duly elected and qualified, or until his or her earlier death, resignation, or removal;
- 2 To approve, by non-binding advisory vote, the resolution approving Named Executive Officer compensation (“say-on-pay”);
- 3 To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024; and
- 4 To transact any other business properly brought before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

**How do I vote?**

If you are a stockholder of record, there are several ways for you to vote your shares.

- *Online during the Annual Meeting.* You may vote during the virtual Annual Meeting by following the instructions available at [www.virtualshareholdermeeting.com/PLRX2024](http://www.virtualshareholdermeeting.com/PLRX2024). If you hold your shares through a bank or broker and wish to vote at the virtual Annual Meeting, you must obtain a valid proxy from the firm that holds your shares. To join the Annual Meeting, you will need to have your 16-digit control number, which is included on the Notice and your proxy card. In the event that you do not have a control number, please contact your broker, bank, or other nominee as soon as possible, so that you can be provided with a control number and gain access to the meeting.
- *By Internet or Telephone prior to the Annual Meeting.* You can vote by proxy over the Internet or by telephone by following the instructions provided in the Notice. In order to be counted, proxies submitted by Internet or by telephone must be received by the cutoff time of 11:59 p.m. Eastern Time on June 12, 2024.
- *By Mail prior to the Annual Meeting.* If you requested printed copies of the proxy materials by mail, you can vote by mailing your proxy as described in the proxy materials. Proxies submitted by mail must be received before the start of the Annual Meeting.

If you complete and submit your proxy before the Annual Meeting, the persons named as proxies will vote the shares represented by your proxy in accordance with your instructions.

If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named in your proxy and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the Annual Meeting.

**What if I return a proxy card or otherwise vote but do not make specific choices?**

If you return a signed proxy card or otherwise vote without marking specific voting selections, your shares will be voted as the board of directors recommends: “For” the election of three (3) class I directors (Proposal No. 1); “For” the approval, by non-binding advisory vote, of the resolution approving Named Executive Officer compensation (say-on-pay) (Proposal No. 2); “For” the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024 (Proposal No. 3); and in accordance with the best judgment of the proxy holders for other matters properly brought before the meeting, if any.

**How do I revoke my proxy?**

You may revoke your proxy by (1) following the instructions on the Notice and entering a new vote by mail that we receive before the start of the Annual Meeting or over the Internet by the cutoff time of 11:59 p.m. Eastern Time on June 12, 2024, (2) attending and voting at the virtual Annual Meeting (although attendance at the virtual Annual Meeting will not in and of itself revoke a proxy), or (3) by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with our Corporate Secretary. Any written notice of revocation or subsequent proxy card must be received by our proxy tabulator prior to the taking of the vote at the Annual Meeting. Such written notice of revocation or subsequent proxy card should be delivered by mail to the Proxy Tabulator for Pliant Therapeutics, Inc. at Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

If a broker, bank, or other nominee holds your shares, you must contact such broker, bank, or nominee in order to find out how to change your vote.

**How is a quorum reached?**

Our Second Amended and Restated Bylaws (“bylaws”) provide that a majority of the shares entitled to vote, present in person or represented by proxy, will constitute a quorum for the transaction of business at the Annual Meeting.

Under the General Corporation Law of the State of Delaware, shares that are voted “abstain” or “withheld” and broker “non-votes,” which are described more fully below, are counted as present for purposes of determining whether a quorum is present at the Annual Meeting. If a quorum is not present, the meeting may be adjourned until a quorum is obtained.

**How many votes are required to approve the proposals?**

Under our bylaws, any proposal other than an election of directors is decided by a majority of the votes properly cast for and against such proposal, except where a larger or different vote is required by law or by our Amended and Restated Certificate of Incorporation (“certificate of incorporation”) or bylaws. Accordingly, this is the voting standard that will apply for Proposals 2 and 3.

Abstentions and broker “non-votes” are not included in the tabulation of the voting results on any such proposal and, therefore, do not have an impact on such proposals. A broker “non-vote” occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting authority with respect to that item and has not received instructions from the beneficial owner.

To be elected, the directors nominated via Proposal 1 must receive a plurality of the votes properly cast, meaning that the director nominees receiving the most votes will be elected. Shares voting “withheld” have no effect on the election of directors.

**What is a broker non-vote?**

If your shares are held in “street name” by a brokerage firm, your brokerage firm is required to vote your shares according to your instructions. If you do not give instructions to your brokerage firm, the brokerage firm will still be able to vote your shares with respect to certain “discretionary” items but will not be allowed to vote your shares with respect to “non-discretionary” items. The election of directors and Proposal No. 2 are “non-discretionary” items. If you do not instruct your broker how to vote with respect to these proposals, your broker may not vote for such proposals, and a broker “non-vote” will occur. Proposal No. 3, the ratification of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024, is considered to be a discretionary item, and your brokerage firm will be able to vote on this proposal even if it does not receive instructions from you.

**Who pays the cost for soliciting proxies?**

We are making this solicitation and will pay the entire cost of preparing and distributing the Notice and our proxy materials and soliciting votes. If you choose to access the proxy materials or vote over the Internet, you are responsible for any Internet access charges that you may incur. Our officers and employees may, without compensation other than their regular compensation, solicit proxies through further mailings, personal conversations, facsimile transmissions, e-mails, or otherwise. Proxy solicitation expenses that we will pay include those for preparation, mailing, returning, and tabulating the proxies.

**How can I know the voting results?**

We plan to announce preliminary voting results at the Annual Meeting and will publish final results in a Current Report on Form 8-K to be filed with the SEC within four business days following the Annual Meeting.

**PROPOSAL NO. 1 – ELECTION OF CLASS III DIRECTORS**

Our Board currently consists of ten members. In accordance with the terms of our certificate of incorporation and bylaws, our Board is divided into three classes, class I, class II and class III, with members of each class serving staggered three-year terms. The members of the classes are divided as follows:

- the class I directors standing for election are Hoyoung Huh, M.D., Ph.D., Darren Cline, MBA, and David Pyott, MA, MBA, with current terms expiring at the Annual Meeting;
- the class II directors are John Curnutte, M.D., Ph.D., Katharine Knobil, M.D., Thomas McCourt and Smital Shah, MBA, with current terms expiring at the Annual Meeting of Stockholders to be held in 2025; and
- the class III directors are Bernard Coulie, M.D., Ph.D., MBA, Gayle Crowell and Suzanne Bruhn, Ph.D., with current terms expiring at the Annual Meeting of Stockholders to be held in 2026.

Upon the expiration of the term of a class of directors, directors in that class will be eligible to be elected for a new three-year term at the annual meeting of stockholders in the year in which their term expires.

Our Board has nominated each of Hoyoung Huh, M.D., Ph.D., Darren Cline, MBA, and David Pyott, MA, MBA., to stand for election as class I directors. Dr. Huh and Mr. Pyott were previously elected by our stockholders. Mr. Cline joined our Board in 2023, and was appointed following a search process in which nominees were identified by existing members of our Board and a third party search firm engaged by our Nominating and Corporate Governance Committee. The nominees are currently directors and have indicated a willingness to continue to serve as directors, if elected. If the nominees become unable or unwilling to serve, however, the proxies may be voted for a substitute nominee selected by our Board.

**Nominees for Election as Class I Directors**

The following table and narrative information identifies our nominees for class I directors, and sets forth their principal occupation and business experience during the last five years and their ages.

<b>Name</b>	<b>Principal Occupation</b>	<b>Director Since</b>	<b>Age</b>
Hoyoung Huh, M.D., Ph.D.	Retired, previously Managing Director of Konus Advisory Group, Inc.	2017	54
Darren Cline, MBA	Previously President and Chief Executive Officer of Epygenix Therapeutics, Inc.	2023	59
David Pyott, MA, MBA	Previously Chief Executive Officer of Allergan, Inc.	2021	70

**Hoyoung Huh, M.D., Ph.D.**, has served as Lead Director of our Board since December 2017. He is the founder of pH Pharma and Healthcare & Humanity Foundation. Dr. Huh was a Managing Director of Konus Advisory Group, Inc. from January 2012 to September 2014. Prior to founding Konus Advisory Group, Inc., Dr. Huh was Chief Executive Officer and Chairman of the board of directors of BiPar Sciences, Inc. from February 2008 until December 2010. In addition, Dr. Huh has been involved in the formation, management and board positions of multiple biotechnology and innovation-based companies. He previously served as the Chairman of the board of directors of Geron Corporation from September 2011 to December 2018, and CytomX Therapeutics, Inc. from February 2012 to December 2018, a member of the board of directors of Rezolute, Inc. (f/k/a AntriaBio, Inc.) from 2013 to January 2019, the Chairman of the board of directors of Epizyme, Inc. from October 2009 to February 2012, and as a member of the board of directors of Facet Biotech Corporation, Nektar Therapeutics, Inc., Addex Therapeutics Ltd. and EOS,S.p.A (Milano, Italy). Earlier in his career, Dr. Huh was a partner at McKinsey & Company. He holds A.B. in Biochemistry from Dartmouth College, an M.D. from Cornell University Medical College and a Ph.D. in Cell Biology and Genetics from Cornell University Sloan Kettering Institute. We believe Dr. Huh is qualified to serve on our Board based on his significant leadership experience in and familiarity with the biopharmaceutical industry.

**Darren Cline, MBA**, has served as a member of our Board since March 2023. He most recently was president and chief executive officer of Epygenix Therapeutics, Inc., a biopharmaceutical company, where he served from March 2022 to March 2023. Prior to this, he served as the U.S. chief commercial officer and member of the executive committee for Greenwich Bioscience, the U.S. subsidiary of GW Pharmaceuticals, a British pharmaceuticals company, from April 2019 through December 2021. Between October 2010 and March 2019, Mr. Cline served as executive vice president, commercial at Seattle Genetics, Inc., a biotechnology company, where he oversaw all marketing, sales, and managed markets. Prior to Seattle Genetics, between October 2006 and October 2009, Mr. Cline was at Alexion Pharmaceuticals, where he was part of the commercial leadership team. Mr. Cline received his



undergraduate degree from San Diego State University and his MBA from Pepperdine University. We believe Mr. Cline is qualified to serve on our Board due to his extensive biopharmaceutical commercial and leadership experience.

*David Pyott, MA, MBA*, has served as a member of our Board since January 2021. He most recently served as chairperson and Chief Executive Officer of Allergan, Inc., a pharmaceutical company that is now part of AbbVie Inc., from 1998 to 2015. Prior to Allergan, he held the role of Head of the Novartis Nutrition Division and served as a member of the Executive Committee of Switzerland-based Novartis AG. He currently serves as a member of the board of directors of Alnylam Pharmaceuticals and BioMarin Pharmaceutical, and is a member of the Supervisory Board of Royal Philips in the Netherlands, a public diversified health technology company. He serves as chairperson of the Governing Board of the London Business School, a Trustee of the California Institute of Technology and Vice President of the Ophthalmology Foundation. He holds a Diploma in International and European Law from the Europa Institute at the University of Amsterdam, an Honorary Degree in Medicine and a Master of Arts degree from the University of Edinburgh, and a Master of Business Administration degree from the London Business School. We believe Mr. Pyott is qualified to serve on our Board due to his extensive experience in the life sciences industry.

The proxies will be voted in favor of the above nominees unless a contrary specification is made in the proxy. The nominees have consented to serve as our directors if elected. However, if the nominees are unable to serve or for good cause will not serve as a director, the proxies will be voted for the election of such substitute nominee as our board of directors may designate.

**The board of directors recommends voting “FOR” the election of Hoyoung Huh, M.D., Ph.D., Darren Cline, MBA and David Pyott, MA, MBA as the class I directors, to serve for a three-year term ending at the Annual Meeting of Stockholders to be held in 2027.**

**Directors Continuing in Office**

The following table and narrative information identifies our directors continuing in office, and sets forth their principal occupation and business experience during the last five years and their ages.

Name	Principal Occupation	Director Since	Class and Year in Which Term Will Expire	Age
John Curnutte, M.D., Ph.D.	Retired, previously Executive Vice President of Research and Development at Portola Pharmaceuticals, Inc.	2017	Class II—2025	72
Katharine Knobil, M.D.	Previously Chief Medical Officer of Agilent Technologies Inc.	2022	Class II—2025	60
Thomas McCourt	Chief Executive Officer of Ironwood Pharmaceuticals, Inc.	2023	Class II—2025	66
Smital Shah, MBA	Previously Chief Business and Financial Officer at ProQR Therapeutics NV	2019	Class II—2025	48
Bernard Coulie, M.D., Ph.D., MBA	President, Chief Executive Officer of the Company	2016	Class III—2026	58
Gayle Crowell	Previously Chief Executive Officer of Rightpoint Software	2019	Class III—2026	73
Suzanne Bruhn, Ph.D.	Chief Executive Officer of the Charcot-Marie-Tooth Association	2016	Class III—2026	60

**Class II Directors (Terms Expire at 2025 Annual Meeting of Stockholders)**

**John Curnutte, M.D., Ph.D.**, has served as a member of our Board since August 2017. From February 2011 through his retirement in May 2019, Dr. Curnutte served as Executive Vice President of Research and Development at Portola Pharmaceuticals, Inc., a biopharmaceutical company developing product candidates for thrombosis and other hematologic diseases. He remains a consultant to Portola/Alexion/AstraZeneca. Prior to that, Dr. Curnutte served as the Chief Executive Officer of 3-V Biosciences, Inc., a biotechnology company. Earlier in his career, he served as a President of Schering-Plough Biopharma (formerly DNAX Research Institute) and previously held several senior management positions at Genentech, Inc., a biotechnology company. Prior to Genentech, Dr. Curnutte was a tenured faculty member at The Scripps Research Institute, pursuing basic and clinical research in inflammation biochemistry and the molecular genetics of congenital immune deficiencies. He was an adjunct clinical professor of pediatrics at Stanford University School of Medicine and a member of the medical staff from 1993 to 2013. From May 2015 to June 2016, Dr. Curnutte served as a member of the board of directors of Diadexus, Inc., a cardiovascular diagnostics company, and from August 2019 to January 2024, he served as a member of the board of directors of Orchard Therapeutics, a company focused on hematopoietic stem cell gene therapy, until its acquisition by Kyowa Kirin. Dr. Curnutte holds an A.B. in Biochemistry and Molecular Biology from Harvard University and an M.D. and a Ph.D. in Biological Chemistry from Harvard Medical School. We believe Dr. Curnutte is qualified to serve on our Board based on his extensive experience in the biopharmaceutical industry, including his operational experience in drug discovery and development.

**Katharine Knobil, M.D.**, has served as a member of our Board since September 2022. From April 2021 to January 2024, Dr. Knobil served as Chief Medical Officer of Agilent Technologies Inc., a laboratory products and software company. Dr. Knobil previously served as Chief Medical Officer and Head of Research & Development at Kaleido Biosciences, Inc., a clinical-stage healthcare company targeting the microbiome to treat disease and improve health, from December 2018 to January 2021. Dr. Knobil spent more than 20 years in roles of increasing responsibility at GlaxoSmithKline plc (GSK), a pharmaceutical company, most recently serving as the corporate Chief Medical Officer from December 2017 to December 2018, overseeing medical affairs, health outcomes, global clinical safety and medical governance across the pharmaceutical, vaccines, and consumer businesses. Previously she was Chief Medical Officer for Pharmaceuticals at GSK from November 2015 to December 2017, and prior to that was senior vice president, value evidence and outcomes. Dr. Knobil first joined GSK in 1997 as a research physician in respiratory clinical development, and subsequently held a number of roles, including leading the European respiratory clinical team, and building the late-stage clinical development for all therapeutic areas in China. Dr. Knobil was named one of 2018's Fiercest Women in Life Sciences by FiercePharma. She has served on the board of directors of the National Health Council and has been active with the National Academies of Sciences, Engineering, and Medicine, and the Patient Centered Outcomes Research Institute. Dr. Knobil currently serves on the board of directors of Marker Therapeutics, Inc. since December 2021 and on the board of directors of Nimbus Therapeutics, LLC since February 2024. She was on the board of directors of Arena Pharmaceuticals, Inc. from June 2020 to March 2022. Dr. Knobil received her B.A. from Cornell University, her M.D. from University of Texas Southwestern Medical School, and completed a Fellowship in Pulmonary and Critical Care Medicine at the Johns Hopkins Medical School. We believe Dr. Knobil is

qualified to serve on our Board due to her extensive experience in drug development in the life sciences industry and her leadership experience as a life sciences executive and board member.

**Thomas McCourt** has served on our Board since March 2023. Mr. McCourt currently serves as chief executive officer and member of the board of directors of Ironwood Pharmaceuticals, Inc., a biopharmaceutical company focused on gastrointestinal therapies, where he has served since June 2021. Mr. McCourt had previously served as president and interim chief executive officer of Ironwood from March 2021 to June 2021 and as president from April 2019 to June 2021. Prior to April 2019, Mr. McCourt served as Ironwood's senior vice president of marketing and sales and chief commercial officer since joining Ironwood in 2009. Prior to joining Ironwood, Mr. McCourt led the U.S. brand team for denosumab at Amgen Inc. from 2008 to 2009. Prior to that, Mr. McCourt was with Novartis AG from 2001 to 2008, where he held a number of senior commercial roles, including vice president of strategic marketing and operations. Mr. McCourt was also part of the founding team at Astra-Merck Inc., leading the development of the medical affairs and science liaison group and then serving as brand manager. Mr. McCourt serves on the board of trustees for the American Society of Gastrointestinal Endoscopy. Mr. McCourt previously served on the board of directors of Acceleron Pharma Inc. prior to its acquisition by Merck in November 2021. Mr. McCourt received a B.S. in Pharmacy from the University of Wisconsin. We believe Mr. McCourt is qualified to serve on our Board due to his extensive biopharmaceutical commercial and leadership experience.

**Smital Shah, MBA**, has served as a member of our Board since March 2019. She currently is an independent Chief Financial Officer/Chief Business Officer consultant working with multiple biotech and life sciences companies on finance and business development strategy and operations. From October 2014 to December 2022, Ms. Shah served as Chief Business and Financial Officer at ProQR Therapeutics, a publicly traded biotech company, overseeing all the business functions that included finance, communications, commercial, business development and legal. Previously, Ms. Shah managed the multi-billion-dollar debt, cash and investment portfolios of Gilead Sciences, Inc. Prior to Gilead, she was an investment banker at Leerink Partners and JP Morgan focused on capital raising and strategic transactions in the biotechnology space. Previously, Ms. Shah held various research and development roles at Johnson & Johnson Company. Ms. Shah also served on the Board of Directors and was Chair of the Audit Committee at Graphite Bio from April 2021 until its merger with Lenz Therapeutics in March 2024. She holds a B.S. in Chemical Engineering from the University of Mumbai, a M.S. in Chemical Engineering from Virginia Tech and an MBA from the University of California, Berkeley Haas School of Business. We believe Ms. Shah is qualified to serve on our Board due to her extensive experience in the life sciences industry and her leadership experience as a senior financial executive.

**Class III Directors (Terms Expire at 2026 Annual Meeting of Stockholders)**

**Bernard Coulie, M.D., Ph.D., MBA**, has served as our President and Chief Executive Officer and as a Director since February 2016. Prior to joining Pliant, Dr. Coulie cofounded ActoGeniX N.V., a biopharmaceutical company, and held roles of increasing responsibility there, including as Vice President R&D, Chief Medical Officer, and Chief Executive Officer, from September 2006 until February 2015, when it was acquired by Intrexon Corporation. Prior to cofounding ActoGeniX, Dr. Coulie held various positions with increasing responsibilities in drug discovery and clinical development at Johnson & Johnson Pharmaceutical Research and Development Europe. Dr. Coulie previously served as a director of ActoGeniX from April 2010 until February 2015, Biogazelle N.V. from July 2015 until November 2018 and Myoscience from June 2016 until March 2019. Dr. Coulie is currently serving as a director and Chairman of Dualyx NV and a director and Chairman of SQZ Biotechnologies. He is also a member of the board of directors of Septerna, Inc., a private biotechnology company, and Charcot-Marie-Tooth Association, a patient advocacy organization dedicated to the development of new drugs to treat Charcot-Marie-Tooth disease. He previously served as a director and Chairman of CalypsoBV from February 2019 to January 2024. Dr. Coulie holds an M.D. and Ph.D. from the University of Leuven, Belgium and an MBA from the Vlerick Management School, Leuven, Belgium. We believe that Dr. Coulie is qualified to serve on our Board based on our review of his experience and expertise in operations management and executive leadership at various biopharmaceutical companies.

**Gayle Crowell** has served as a member of our Board since December 2019. Ms. Crowell serves as a member of the board of directors of Envestnet, Inc., a role she has held since March 2016. Prior to that she served as lead independent director of Yodlee, Inc. from March 2014 to November 2015 and as a member of the Yodlee, Inc. board of directors from July 2002 until November 2015, when Yodlee, Inc. was acquired by Envestnet. Ms. Crowell also has served on the board of directors of Hercules Technology Growth Capital since February 4, 2019. Ms. Crowell served as an operational business consultant for Warburg Pincus LLC, a private equity firm, from June 2001 to January 2019. Ms. Crowell served as the CEO of RightPoint Software from 1998 to 2000 when it was acquired by E.piphany, Inc., a developer of customer relationship management software. From January 2000 to June 2001, Ms. Crowell served as president and board member of E.piphany, which was acquired by SSA Global Technologies, Inc. in September 2005. In addition, Ms. Crowell also currently serves on the board of directors of Fexa, a facilities management software platform provider, as Lead Director since August 2023; Instinct Science, a cloud-based record management system for veterinary offices and hospitals, where Ms. Crowell serves as Executive Chair, since April 2022; and Centerbase, a management software solution company.

where Ms. Crowell serves as Executive Chair, since October 2022. Ms. Crowell previously served as a director of Dude Solutions from March 2014 to June 2019 and a director of MecuryGate International from August 2014 to August 2018. Ms. Crowell has extensive director experience as a public and private board member, having served as a chairperson, lead director or independent director for over twenty-five public and private corporations driving value creation at the highest level for customers, employees and shareholders alike. Ms. Crowell received an undergraduate degree in education from the University of Nevada at Reno. We believe Ms. Crowell is qualified to serve on our Board based on her extensive leadership experience as a board member and senior executive of other private and public companies.

**Suzanne Bruhn, Ph.D.**, has served as a member of our Board since July 2016. Dr. Bruhn currently serves as Chief Executive Officer of the Charcot-Marie-Tooth Association (CMTA), a patient advocacy organization dedicated to the development of new drugs to treat CMT, a rare progressive and debilitating peripheral neuropathy. Previously, Dr. Bruhn was President and Chief Executive Officer of Tiaki Therapeutics, a preclinical biotechnology company, from May 2019 until October 2023. Prior to that, Dr. Bruhn served as President and Chief Executive Officer of Proclara Biosciences, Inc, a clinical-stage biotechnology company, from April 2017 until September 2018. Prior to Proclara, Dr. Bruhn served as President and Chief Executive Officer of Promedior, Inc., a private clinical-stage biotech company developing targeted therapies to treat diseases involving fibrosis, from May 2012 until November 2015. Prior to Promedior, she spent 13 years at Shire Human Genetic Therapies (HGT), a division of Shire PLC, specializing in the development and commercialization of treatments for orphan diseases, where she held a series of positions of increasing responsibility including senior vice president of strategic planning and program management, and head of global regulatory affairs. She currently serves on the board of directors of Travers Therapeutics, Inc., a publicly traded commercial biotechnology company, since April 2020, Vigil Neuroscience, a publicly traded biotechnology company, since July 2022, and MindMed, publicly traded biotechnology company, since August 2022. She previously served as a member of the board of directors of Aeglea BioTherapeutics, Inc, a publicly traded biotherapeutics company, from February 2017 to August 2020, Novelion Therapeutics, Inc, a publicly traded pharmaceutical company, from October 2017 to January 2020, Raptor Pharmaceuticals Corp., a publicly traded pharmaceutical company, from April 2011 until it was acquired by Horizon Pharma plc in October 2016, and Avalo Therapeutics, Inc. (fka Cerecor Inc.), a publicly traded pharmaceutical company, from April 2020 to December 2021. She holds a B.S. in Chemistry from Iowa State University and a Ph.D. in Chemistry from Massachusetts Institute of Technology and completed her postdoctoral fellowship in the department of human genetics at Harvard Medical School. We believe Dr. Bruhn is qualified to serve on our Board based on her extensive expertise and experience in the biopharmaceutical industry, including her expertise in the development of treatments for rare diseases and diseases involving fibrosis.

**Executive Officers**

The following table identifies our executive officers and sets forth their current positions at the Company and their ages, other than for Bernard Coulie, M.D., Ph.D., MBA, our President and Chief Executive Officer. Such information for Dr. Coulie is provided above under “Directors Continuing in Office.”

<b>Name</b>	<b>Position Held with Pliant</b>	<b>Officer Since</b>	<b>Age</b>
Keith Cummings, M.D., MBA	Chief Financial Officer	2018	47
Éric Lefebvre, M.D.	Chief Medical Officer	2018	60
Hans Hull, J.D.	Chief Business Officer	2016	49
Mike Ouimette, J.D.	General Counsel & Corporate Secretary	2020	51
Lily Cheung	Chief Human Resources Officer	2023	51

**Keith Cummings, M.D., MBA**, has served as our Chief Financial Officer since December 2018. Prior to joining Pliant, Dr. Cummings served as a Director in the Investment Banking Healthcare Group at Citigroup Global Markets, an investment bank, from September 2014 until December 2018. Prior to joining Citigroup, Dr. Cummings worked at Lehman Brothers and, subsequently, at Barclays Investment Bank from August 2009 to September 2014, where he served as a vice president of investment banking. He holds a B.S. in Biochemistry from North Carolina State University, an MBA from Duke University’s Fuqua School of Business and an M.D. from Duke University School of Medicine.

**Éric Lefebvre, M.D.**, has served as our Chief Medical Officer since May 2018. Prior to joining us, Dr. Lefebvre served as the Vice President of Allergan plc, a global pharmaceutical company, from November 2016 until April 2018. Prior to Allergan, Dr. Lefebvre served as Chief Medical Officer of Tobira Therapeutics, Inc., a clinical-stage biopharmaceutical company, from January 2012 until November 2016. Dr. Lefebvre also led global clinical development and global medical affairs at Janssen Pharmaceuticals for 10 years prior to starting his pharmaceutical career at GlaxoSmithKline Canada. This was preceded by 15 years of providing primary care at Clinique Medicale L’Actuel in Montreal, Canada. Dr. Lefebvre previously served as a member of the board of directors of CymaBay Therapeutics, a publicly traded biopharmaceutical company, from March 2022 until its acquisition by Gilead Sciences in March 2024. He holds a B.S. in Health Sciences from Edouard-Montpetit College and an M.D. from the University of Montreal.

**Hans Hull, J.D.**, has served as our Chief Business Officer since March 2016. Prior to joining Pliant, Mr. Hull held roles of increasing responsibility at Avalanche Biotechnologies, Inc., a biopharmaceutical company, from March 2011 until December 2015, including Vice President, Legal and Corporate Development, then Senior Vice President, Business Operations, and interim President, and then Chief Executive Officer. Prior to Avalanche, from May 2008 to December 2011, he served as a legal and business development consultant for life sciences companies, including Second Genome, a biotechnology company, and Aprexia Pharmaceuticals. Mr. Hull was also the Vice President and General Manager and then Chief Executive Officer of Orthobond Corporation, a medical device startup, from March 2005 to April 2008. Mr. Hull also had an earlier career as an intellectual property attorney at Heller Ehrman LLP and life science consultant at ZS Associates. He holds an A.B. in Chemistry from Princeton University and a J.D. from the University of California, Berkeley.

**Mike Ouimette, J.D.**, has served as our General Counsel and Corporate Secretary since October 2020. Prior to joining Pliant, Mr. Ouimette served at Portola Pharmaceuticals, a biopharmaceutical company developing product candidates for thrombosis and other hematologic diseases, from 2014 to 2020, leading the legal department through two product approvals and launches, most recently as its Vice President and Assistant Secretary, Legal. His prior roles include Senior Corporate Counsel and Assistant Secretary of Onyx Pharmaceuticals, and Partner at the global law firm of Pillsbury Winthrop Shaw Pittman LLP. Mr. Ouimette received his J.D. from the University of California, Los Angeles School of Law, and A.B. from the University of California, Davis.

**Lily Cheung** has served as our Chief Human Resources Officer since January 2023. Prior to joining Pliant, Ms. Cheung was the Vice President of Human Resources at Synthekine, a clinical-stage biotech company, from December 2021 until December 2021. Previously, she served as Vice President of Human Resources at Rigel Pharmaceuticals, a commercial biopharmaceutical company, from January 2020 until December 2021 and before that as Executive Director, HR Operations from May 2018 to January 2020. Prior to joining Rigel, she was with Actelion Pharmaceuticals, Inc. (now Janssen Pharmaceuticals, a Johnson & Johnson Company), where she held positions of increasing responsibilities since 2006, most recently as Senior Director Human Resources since 2015. Before Actelion, Ms. Cheung served six years at Covad Communications leading the HR Operations team. Ms. Cheung has also held positions at National Semiconductor and UnitedHealthcare. She received her B.S. in Management from San Francisco State University.

## CORPORATE GOVERNANCE

### Director Nomination Process

Our Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to serve as directors, consistent with criteria approved by our Board, and recommending such persons to be nominated for election as directors.

The process followed by our Nominating and Corporate Governance Committee to identify and evaluate director candidates includes requests to board members and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates, and interviews of selected candidates by management, recruiters, members of the committee and our Board. The qualifications, qualities, and skills that our Nominating and Corporate Governance Committee believes must be met by a committee-recommended nominee for a position on our Board are as follows:

- The nominee must have experience at a strategic or policymaking level in a business, government, non-profit or academic organization of high standing.
- The nominee must be highly accomplished in his or her respective field, with superior credentials and recognition.
- The nominee must be well-regarded in the community and shall have a long-term reputation for the high ethical and moral standards.
- The nominee must have sufficient time and availability to devote to the affairs of the Company, particularly in light of the number of boards of directors on which such nominee may serve and any leadership roles on such boards.
- To the extent such nominee serves or has previously served on other boards, the nominee must have a demonstrated history of actively contributing at board meetings.

Stockholders may recommend individuals to the Nominating and Corporate Governance Committee for consideration as potential director candidates. Any such proposals must be submitted to our Corporate Secretary at the address below no later than the close of business on the 90<sup>th</sup> day nor earlier than the 120<sup>th</sup> day prior to the one-year anniversary of the date of the preceding year's annual meeting and should include the biographical, background, and other information required by our bylaws, including beneficial ownership and other contractual interests with respect to the Company. In addition to other information and materials required by our bylaws, the proposal must include a questionnaire with respect to the background and qualifications of the nominee, and a written representation and agreement, in each case, completed by the nominee in the form required by the Company. The stockholder giving notice must request these documents in writing from the Company prior to submitting notice, and the Corporate Secretary of the Company will provide these documents to the stockholder no later than ten (10) days after receiving such request. Stockholder proposals and requests for required documentation should be addressed to Pliant Therapeutics, Inc., 260 Littlefield Avenue, South San Francisco, CA 94080, Attention: Corporate Secretary. In addition to the information required above, the Board may request that any stockholder giving notice and any proposed nominee furnish such additional information as may be reasonably required by the Board and to submit to interviews with the Board or any committee thereof. Assuming that all required information and materials have been provided on a timely basis in accordance with our bylaws, any recommendations received from stockholders will be evaluated in the same manner as potential nominees proposed by the Nominating and Corporate Governance Committee. If our Board determines to nominate a stockholder-recommended candidate and recommends his or her election, then his or her name will be included on our proxy card for the next annual meeting of stockholders. See "Stockholder Proposals" for a discussion of submitting stockholder proposals.

### Director Independence

In accordance with applicable listing standards of Nasdaq Stock Market LLC ("Nasdaq"), our Board has determined that all members of the Board, except Dr. Coulie, are independent directors, including for purposes of the rules of Nasdaq and the SEC. Dr. Coulie is not an independent director under these rules because he is the President and Chief Executive Officer of the Company. Our Board additionally evaluates the members of our Audit Committee and Compensation Committee under the criteria described in Rule 10A-3 and 10C-1, respectively, under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

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**Board Committees**

Our Board has established an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee and a Research and Development Committee. Each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee operates under a written charter. Each such committee reviews its respective charter at least annually. A current copy of the charter for each of our Committees is posted on the Investors & Media section of our website, <https://ir.pliantrx.com>

	Audit Committee	Compensation Committee	Nominating And Corporate Governance Committee	Research And Development Committee
Suzanne Bruhn, Ph.D.		1	2	
Darren Cline	2			
Gayle Crowell	2		1	
John Curnutte, M.D., Ph.D.		2		2
Hoyoung Huh, M.D., Ph.D. 2			2	
Katherine Knobil, M.D.			2	1
Thomas McCourt		2		
David Pyott 2	2	2		
Smital Shah 2	1			

1 = Chairperson 2 = Member 2 = Lead Independent Director 2 = Financial Expert

**Audit Committee**

Smital Shah, MBA, Darren Cline, MBA, Gayle Crowell and David Pyott, MA, MBA, currently serve on the Audit Committee, which is chaired by Ms. Shah. Our Board has determined that each of the members of the Audit Committee is “independent” for Audit Committee purposes as that term is defined in the rules of the SEC and the applicable Nasdaq rules, and each has sufficient knowledge in financial and auditing matters to serve on the Audit Committee. Our Board has designated each of Ms. Shah and Mr. Pyott as an “audit committee financial expert,” as defined under the applicable SEC rules. The Audit Committee’s responsibilities include:

- appointing, approving the compensation of, and assessing the independence of our independent registered public accounting firm;
- pre-approving auditing and permissible non-audit services, and the terms of such services, to be provided by our independent registered public accounting firm;
- reviewing and discussing with management and our independent registered public accounting firm our annual and quarterly financial statements and related disclosures as well as critical accounting policies and practices used by us;
- coordinating the oversight and reviewing the adequacy of our internal control over financial reporting;
- reviewing and discussing with management and our independent registered public accounting firm, as appropriate, the identification, assessment and management of any major financial risks and provide oversight to management regarding those risks, which may include areas of finance, information technology, including cybersecurity and related incident reporting, law or other risks as deemed appropriate;
- establishing policies and procedures for the receipt and retention of accounting-related complaints and concerns;
- recommending based upon the Audit Committee’s review and discussions with management and our independent registered public accounting firm whether our audited financial statements shall be included in our Annual Report on Form 10-K;
- monitoring the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to our financial statements and accounting matters;
- preparing the Audit Committee report required by SEC rules to be included in our annual proxy statement;
- reviewing material related person transactions for potential conflict of interest situations and approving such transactions; and
- at least annually, review and reassess the adequacy of the Audit Committee charter and recommend to the Board any amendments or modifications to the charter that the Audit Committee deems appropriate.

All audit and non-audit services, other than *de minimis* non-audit services, to be provided to us by our independent registered public accounting firm must be approved in advance by our Audit Committee.



**Compensation Committee**

Suzanne Bruhn, Ph.D., John Curmutte, M.D., Ph.D., Thomas McCourt and David Pyott, MA, MBA, currently serve on the Compensation Committee, which is chaired by Dr. Bruhn. Our Board has determined that each of the members of the Compensation Committee is "independent" for Compensation Committee purposes, as that term is defined in the rules of the SEC and the applicable Nasdaq rules. The Compensation Committee's responsibilities include:

- establish a Company compensation philosophy and strategy that is aligned with the Company's long-term interests and those of its stockholders;
- review on a periodic basis the operation of our executive compensation programs to determine whether they remain supportive of our business objectives;
- review the performance of our President and Chief Executive Officer and approve the compensation and any employment, severance, consulting and change in control agreements or arrangements of our President and Chief Executive Officer;
- review the performance and any employment, severance, consulting and change in control agreements or arrangements of our other executive officers and select senior management-level employees and approve the compensation of our other executive officers and select senior management-level employees;
- review and approve corporate performance goals and objectives;
- oversee and administer our compensation and similar plans;
- review and approve structures and guidelines for various incentive compensation and benefit plans;
- review and recommend to the Board the compensation of our outside directors;
- review regional and industry-wide compensation practices and trends to assess the propriety, adequacy and competitiveness of the Company's executive compensation programs;
- prepare the Compensation Committee Report and Compensation Discussion and Analysis to be included as part of our annual proxy statement or Annual Report on Form 10-K;
- 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;
- oversee and monitor the Company's strategies and policies related to human capital management, including with respect to policies on diversity and inclusion, workplace environment and safety, and corporate culture;
- review the Company's executive compensation arrangements to evaluate whether incentive and other forms of compensation do not encourage inappropriate or excessive risk taking;
- review and approve the retention, termination or compensation of any consulting firm or outside advisor to assist in the evaluation of compensation matters, which advisors assist our management, the Compensation Committee and our Board (as applicable) in reviewing and setting compensation for our directors and employees; and
- at least annually, review and reassess the adequacy of the Compensation Committee charter and recommend to the Board any amendments or modifications to the charter that the Compensation Committee deems appropriate.

***Nominating and Corporate Governance Committee***

Gayle Crowell, Suzanne Bruhn, Ph.D., Katharine Knobil, M.D. and Hoyoung Huh, M.D., Ph.D. currently serve on the Nominating and Corporate Governance Committee, which is chaired by Ms. Crowell. Our Board has determined that each member of the Nominating and Corporate Governance Committee is “independent” as defined in the applicable Nasdaq rules. The Nominating and Corporate Governance Committee’s responsibilities include:

- recommend the nomination of qualified candidates to serve on the Board, including the nomination of current directors for re-election;
- establish criteria for membership of the Board and committees thereof;
- consider and assess the independence of directors and director candidates;
- review periodically the size of the Board;
- consider stockholder recommendations for director nominations and other proposals submitted by stockholders and establish procedures to facilitate stockholder communications with the Board;
- develop and maintain a set of corporate governance principles and policies;
- review, discuss and assess the performance of the Board, including committees, at least annually;
- develop and oversee an orientation program for new directors and continuing education program for all directors;
- establish and oversee procedures for the receipt, retention and treatment of non-financial legal and compliance complaints received by the Company;
- keep apprised of legislative and regulatory developments and other important corporate governance issues and trends in corporate governance practices, including proxy advisory firm policies and recommendations and ESG matters, including associated risks; and
- at least annually, review and reassess the adequacy of the Nominating and Corporate Governance Committee charter and recommend to the Board any amendments or modifications to the charter that the Committee deems appropriate.

The Nominating and Corporate Governance Committee considers candidates for Board membership suggested by its members and the President and Chief Executive Officer. Additionally, in selecting nominees for directors, the Nominating and Corporate Governance Committee will review candidates recommended by stockholders in the same manner and using the same general criteria as candidates recruited by the committee and/or recommended by our Board. Any stockholder who wishes to recommend a candidate for consideration by the committee as a nominee for director should follow the procedures described above under the heading “Director Nomination Process” and later in this proxy statement under the heading “Stockholder Proposals.”

*Identifying and Evaluating Director Nominees.* Our board of directors is responsible for filling vacancies on our Board and for nominating candidates for election by our stockholders each year in the class of directors whose term expires at the relevant annual meeting. The Nominating and Corporate Governance Committee recommends director candidates to the Board for approval and nominations are then made by the full board of directors. Members of the Board and management are requested to take part in the process as appropriate.

The Nominating and Corporate Governance Committee may identify candidates for director nominees in consultation with management, through the use of search firms or other advisors, through the recommendations submitted by stockholders or through such other methods as the Nominating and Corporate Governance Committee deems to be helpful to identify candidates. Once candidates have been identified, the Nominating and Corporate Governance Committee confirms that the candidates meet all of the minimum qualifications for director nominees established by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee may gather information about the candidates through interviews, detailed questionnaires, comprehensive background checks or any other means that the Nominating and Corporate Governance Committee deems to be appropriate in the evaluation process. The Nominating and Corporate Governance Committee then meets as a group to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of our Board.

Although we do not have a formal policy with regard to the consideration of diversity in identifying director candidates, overall board diversity of industry background, race and gender is generally among the factors considered. Our priority in selection of board members is identification of members who will further the interests of our stockholders through consideration of a number of facts and circumstances, including among other things, the skills of the prospective director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.

Based on the results of the evaluation process, the Nominating and Corporate Governance Committee recommends candidates for the board of directors' approval to fill a vacancy or as director nominees for election to the board of directors by our stockholders each year in the class of directors whose term expires at the relevant annual meeting.

**Research and Development Committee**

In addition to our three standing committees of the Board described above, we have also established a Research and Development Committee. John Curnutte, M.D., Ph.D. and Katharine Knobil, M.D. serve on the Research and Development Committee, which is chaired by Dr. Knobil. The purpose of the Research and Development Committee is to assist us in evaluating research and development issues and decisions and to provide to the Board and management a detailed perspective on research and development efforts. The Research and Development Committee operates in an advisory capacity and the Board has not delegated any of its decision-making authority to this Committee.

**Board and Committee Meetings Attendance**

The full Board met seven times during 2023. During 2023, the Audit Committee met four times, the Compensation Committee met seven times, and the Nominating and Corporate Governance Committee met five times.

During 2023, each member of the Board attended in person or participated in 75% or more of the aggregate of (i) the total number of meetings of the Board (held during the period for which such person was a director) and (ii) the total number of meetings held by all committees of the Board on which such person served (during the periods that such person served).

While we do not require our directors to attend our annual stockholder meetings, we encourage our directors to attend. Each member of our Board was in attendance at the 2023 Annual Meeting of Stockholders, which was held virtually.

**Board Diversity Matrix**

The table below provides information regarding certain diversity attributes of our Board members and nominees as of April 22, 2024, with categories as set forth by Nasdaq Listing Rule 5605(f).

Board Diversity Matrix		
Total Number of Directors: 10		
	Female	Male
Gender Identity		
Directors	4	6
Demographic Background		
Asian	1	1
White	3	5

**Policy on Trading, Pledging and Hedging of Company Stock**

Our insider trading policy expressly prohibits our executive officers, directors and designated employees and consultants from engaging in certain prohibited transactions, including short sales, purchases or sales of derivative securities or hedging transactions, the use of our securities as collateral in a margin account, and pledging of our securities.

**Code of Business Conduct and Ethics**

We have adopted a written code of business conduct and ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A current copy of the code is posted on the Investors & Media—Corporate Governance section of our website, which is located at <https://pliantrx.com>. If we make any substantive amendments to, or grant any waivers from, the Code of Business Conduct and Ethics for any officer or director, we will disclose the nature of such amendment or waiver on our website or in a current report on Form 8-K.

### **Board Leadership Structure**

Hoyoung Huh, M.D., Ph.D. is our Lead Director and Bernard Coulie, M.D., Ph.D., MBA is our President and Chief Executive Officer, hence the roles of Lead Director or Chairman and the Chief Executive Officer and President are separated. We believe that separating these positions allows our Chief Executive Officer to focus on setting the overall strategic direction of the company, expanding the organization to deliver on our strategy and overseeing our day-to-day business, while allowing a lead director of the Board to lead the Board in its fundamental role of providing strategic advice. Our board of directors recognizes the time, effort, and energy that the Chief Executive Officer is required to devote to his position in the current business environment, as well as the commitment required to serve as our lead director, particularly as the Board's oversight responsibilities continue to grow. While our bylaws and corporate governance guidelines do not require that our lead director and chief executive officer positions be separate, our Board believes that having separate positions is the appropriate leadership structure for us at this time and demonstrates our commitment to good corporate governance.

### **The Board's Role in Risk Oversight**

Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. We face a number of risks, including risks relating to our financial condition, development and commercialization activities, operations, strategic direction and intellectual property as more fully discussed under the heading "Risk Factors" in our most recent Annual Report on Form 10-K. Management is responsible for the day-to-day management of risks we face, while our Board, as a whole and through its committees, has responsibility for the oversight of the management of risks confronting the Company over the short term, intermediate term and long term. In its risk oversight role, our Board has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

The role of the Board in overseeing the management of our risks is conducted primarily through committees of the Board, as disclosed in the descriptions of each of the committees above and in the charters of each of the committees. The full Board (or the appropriate Board committee in the case of risks that are under the purview of a particular committee) regularly discusses with management our major risk exposures, their potential impact on us, and the steps we take to manage them. When a Board committee is responsible for evaluating and overseeing the management of a particular risk or risks, the chairperson of the relevant committee reports on substantive discussions or decisions to the full board of directors during the committee reports portion of the next board meeting. This enables the Board and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships.

### **Cybersecurity**

The Cybersecurity Governance Committee ("CSGC"), which includes our Chief Financial Officer, General Counsel, Head of Information Technology and Corporate Controller, has been entrusted with the management of the Company's Cybersecurity Program. The Cybersecurity Program emphasizes continuous improvement by actively engaging with internal and external stakeholders, striving to stay ahead of emerging threats, adapting to the evolving landscape, and fortifying our defense against potential risks. The Cybersecurity Program undergoes regular evaluations conducted by both internal and external experts to assess the strength of the Cybersecurity Program, the results of which are reported to the CSGC and the Audit Committee, who has been delegated oversight of the Cybersecurity Program by the Board. The Audit Committee also receives regular reports from management regarding cyber risks and threats, progress of the Company's projects aimed at strengthening information security systems, assessment of the Company's Cybersecurity Program, and insights into the evolving threat landscape. The Audit Committee and management provide updates about the Company's Cybersecurity Program to the Board at least annually.

Moreover, we have deployed a mandatory information security training program for our employees that includes training on matters such as phishing and email security best practices as well as required training on data privacy.

Lastly, we have implemented processes designed to minimize the chance of a successful cyberattack and have established incidence response procedures to address a cyber threat that may occur despite these safeguards. The Company's Cybersecurity Incident Response Plan includes engagement with key vendors, industry participants, and intelligence and law enforcement communities.

For more information on the Company's cybersecurity risk management program, please refer to Part I, Item 1C, "Cybersecurity" in our Annual Report on Form 10-K for the year ended December 31, 2023.

**Communication with the Directors of Pliant**

Any interested party with concerns about our Company may report such concerns to the Board or the lead director of our Board and Nominating and Corporate Governance Committee, by submitting a written communication to the attention of such director at the following address:

c/o Pliant Therapeutics, Inc.  
260 Littlefield Avenue  
South San Francisco, CA 94080

You may submit your concern anonymously or confidentially by postal mail. You may also indicate whether you are a stockholder, customer, supplier, or other interested party.

A copy of any such written communication may also be forwarded to the Company's legal counsel and a copy of such communication may be retained for a reasonable period of time. The director may discuss the matter with the Company's legal counsel, with independent advisors, with non-management directors, or with the Company's management, or may take other action or no action as the director determines in good faith, using reasonable judgment, and applying his or her own discretion.

Communications may be forwarded to other directors if they relate to important substantive matters and include suggestions or comments that may be important for other directors to know. In general, communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs, personal grievances, and matters as to which we tend to receive repetitive or duplicative communications.

The Audit Committee oversees the procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or audit matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, internal accounting controls or auditing matters. The Nominating and Corporate Governance Committee oversees the procedures for the receipt, retention, and treatment of non-financial legal and compliance complaints received by the Company and the confidential, anonymous submission by employees of concerns of this nature. The Company has also established a toll-free telephone number for the reporting of such activity, which is (855) 722-2298.

**Board and Committee Evaluations**

The Nominating and Corporate Governance Committee oversees the annual board and committee evaluation process. Generally, the Board and each committee conduct self-evaluations through a variety of means, such as written questionnaires or interviews completed by each director and committee member. The anonymous responses are summarized and provided to the Board and each committee at their next meetings in order to facilitate an examination and discussion by the Board and each committee of the effectiveness of the Board and committees, board and committee structure and dynamics, and areas for possible improvement. The Nominating and Corporate Governance Committee establishes the board and committee evaluation process each year. An independent third party periodically assists in the evaluation process.

**DIRECTOR COMPENSATION**

The following table provides information regarding the total compensation that was earned by or paid to each of our non-employee directors during the fiscal year ended December 31, 2023. Dr. Coulie, who is our President and Chief Executive Officer, did not receive any additional compensation for his service as a director. The compensation received by Dr. Coulie, as our President and Chief Executive Officer, is presented in “Executive Compensation—2023 Summary Compensation Table.”

<b>Name</b>	<b>Fees Earned or Paid in Cash (\$)</b>	<b>Option Awards (\$)<sup>(1)</sup></b>	<b>Total (\$)</b>
Suzanne Bruhn, Ph.D. <sup>(2)</sup>	54,750	222,460	277,210
Gayle Crowell <sup>(3)</sup>	56,250	222,460	278,710
John Curnutte, M.D., Ph.D. <sup>(4)</sup>	49,500	222,460	271,960
Darren Cline, MBA <sup>(5)</sup>	39,306	709,320	748,626
Thomas McCourt <sup>(6)</sup>	37,250	709,320	746,570
Hoyoung Huh, M.D., Ph.D. <sup>(7)</sup>	74,250	222,460	296,710
Katharine Knobil, M.D. <sup>(8)</sup>	52,750	222,460	275,210
David Pyott, MA, MBA <sup>(9)</sup>	53,000	222,460	275,460
Smital Shah, MBA <sup>(10)</sup>	55,500	222,460	277,960

(1) The amounts reported represent the aggregate grant date fair value of the stock option awards granted to the non-employee directors in the fiscal year ended December 31, 2023, calculated in accordance with FASB ASC Topic 718. Such grant date fair values do not take into account any estimated forfeitures. The assumptions used in calculating the grant date fair value of the stock option awards reported in this column are set forth in note 11 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2023. The amounts reported in this column reflect the accounting cost for these stock option awards and may not correspond to the actual economic value that may be received by the non-employee directors upon the exercise of the stock option awards or any sale of the underlying shares of common stock.

(2) As of December 31, 2023, Dr. Bruhn held options to purchase 63,348 shares of our common stock.

(3) As of December 31, 2023, Ms. Crowell held options to purchase 67,460 shares of our common stock.

(4) As of December 31, 2023, Dr. Curnutte held options to purchase 63,354 shares of our common stock.

(5) Mr. Cline joined the Board on March 8, 2023 and received his initial grant of stock options and pro-rated cash fees to reflect his partial-year of service. Mr. Cline also received an annual grant of stock options alongside all other non-employee directors. As of December 31, 2023, Mr. Cline held options to purchase 36,000 shares of our common stock.

(6) Mr. McCourt joined the Board on March 8, 2023 and received his initial grant of stock options and pro-rated cash fees to reflect his partial-year of service. Mr. McCourt also received an annual grant of stock options alongside all other non-employee directors. As of December 31, 2023, Mr. McCourt held options to purchase 36,000 shares of our common stock.

(7) As of December 31, 2023, Dr. Huh held options to purchase 42,286 shares of our common stock.

(8) As of December 31, 2023, Dr. Knobil held options to purchase 44,000 shares of our common stock.

(9) As of December 31, 2023, Mr. Pyott held options to purchase 68,859 shares of our common stock.

(10) As of December 31, 2023, Ms. Shah held options to purchase 81,767 shares of our common stock.

**Non-Employee Director Compensation Policy**

In 2023, our Board adopted an amended and restated non-employee director compensation policy. The policy is designed to enable us to attract and retain, on a long-term basis, highly qualified non-employee directors. Under the amended and restated policy, our non-employee directors will be eligible to receive cash retainers (which will be prorated for partial years of service) and equity awards as set forth below:

	Before December 4, 2023	As of December 4, 2023
<b>Annual Retainer for Board Membership</b>		
Annual service on the Board	\$ 40,000	\$ 40,000
Additional retainer for annual service as non-executive chairperson or lead director of the Board	\$ 30,000	\$ 30,000
<b>Additional Annual Retainer for Committee Membership</b>		
Annual service as audit committee chairperson	\$ 15,000	\$ 17,000
Annual service as member of the audit committee (other than chair)	\$ 7,500	\$ 8,500
Annual service as compensation committee chairperson	\$ 10,000	\$ 12,000
Annual service as member of the compensation committee (other than chair)	\$ 5,000	\$ 6,000
Annual service as nominating and corporate governance committee chairperson	\$ 8,000	\$ 10,000
Annual service as member of the nominating and corporate governance committee (other than chair)	\$ 4,000	\$ 5,000
Annual service as research and development committee chairperson	\$ 8,000	\$ 10,000
Annual service as member of the research and development committee (other than chair)	\$ 4,000	\$ 5,000

In addition, our policy provides that, upon initial election or appointment to our Board, each new non-employee director will receive an initial, one-time grant of a non-statutory stock option to purchase shares of the Company's Common Stock with a grant date value of \$500,000, based on the average closing market price calculated over a trailing 30-day period (the "Director Initial Grant") with an exercise price per share equal to the closing price of a share of the Company's Common Stock on the date of grant. The Director Initial Grant will vest in substantially equal monthly installments over three years beginning on the grant date. On the date of the Company's Annual Meeting of Stockholders, each non-employee director who will continue as a member of the Board following such Annual Meeting of Stockholders will receive an annual grant of a non-statutory stock option to purchase shares of the Company's Common Stock with a grant date value of \$250,000, based on the average closing market price calculated over a trailing 30-day period (the "Director Annual Grant") on the date of such Annual Meeting of Stockholders with an exercise price per share equal to the closing price of a share of the Company's Common Stock on the date of grant. The Director Annual Grant will vest in equal quarterly installments over one year and will vest in full on the earlier of (i) the one-year anniversary of the grant date or (ii) the next Annual Meeting of Stockholders. The Director Initial Grant and Director Annual Grant are subject to full acceleration of vesting upon the sale of our company and will cease vesting if the director resigns from our Board or otherwise ceases to serve as a director, unless the Board determines that the circumstances warrant continuation of vesting.

The aggregate amount of compensation, including both equity compensation and cash compensation, paid to any non-employee director in a calendar year period will not exceed \$1,000,000 in the first calendar year such individual becomes a non-employee director and \$750,000 in any other calendar year (with the value of equity compensation based on the grant date fair value thereof).

We will reimburse all reasonable out-of-pocket expenses incurred by directors for their attendance at meetings of our Board or any committee thereof.

**PROPOSAL NO. 2 – TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE RESOLUTION APPROVING NAMED EXECUTIVE OFFICER COMPENSATION**

In accordance with Section 14A of the Exchange Act, we are requesting stockholder approval, on a non-binding advisory basis, of the compensation of our named executive officers during 2023, as described in this proxy statement. This proposal, commonly known as a “say-on-pay” vote, gives our stockholders the opportunity to express their views on the design and effectiveness of our executive compensation program. In accordance with the preference of our stockholders expressed at our “say-on-frequency” vote conducted at our 2022 Annual Meeting of Stockholders, this vote is held on an annual basis. This vote is not intended to address any specific element of compensation, but rather the overall compensation of our named executive officers and the compensation philosophy, policies and practices described in this proxy statement.

As discussed in further under the heading “Compensation Discussion and Analysis” in this proxy statement, the goals of our executive compensation program are to attract, engage, and retain executive officers who share our vision and are deeply connected to our mission. Our overall compensation philosophy is market-based and is designed to enable our executive officers to share with our stockholders in the Company’s long-term success. We strive to incentivize these executive officers to achieve our short-term and long-term business objectives in order to increase stockholder value over the long-term. Our program combines competitive fixed and variable cash compensation as well as time-vested equity award opportunities in the forms and proportions that we believe will motivate our executive officers to increase stockholder value over the long-term. Our compensation program is guided by the following principles:

1. A significant portion of total target compensation should be allocated to incentive-based compensation opportunities;
2. Incentive plan objectives should contribute to increased stockholder value; and
3. A significant portion of total compensation should be in the form of variable compensation.

The Compensation Committee conducts an annual competitive compensation study to guide decisions regarding total and individual compensation components and values. For details on our executive compensation program, we urge you to carefully read the Compensation Discussion and Analysis section of this proxy statement, the 2023 Summary Compensation Table, as well as the other related tables and disclosure.

Accordingly, we are asking our stockholders to approve the following resolution at the Annual Meeting:

RESOLVED, that the Company’s stockholders approve, on an advisory basis, the compensation of the named executive officers as disclosed in the Company’s proxy statement for the 2024 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis section, the 2023 Summary Compensation Table and the other related tables and disclosure.

Although this advisory vote is non-binding, our Board and Compensation Committee value the opinions of our stockholders and will consider the outcome of this say-on-pay vote when making future compensation decisions for our executive officers.

**The board of directors recommends voting “FOR” Proposal No. 2 to approve, by non-binding advisory vote, the resolution approving named executive officer compensation.**



## EXECUTIVE COMPENSATION

This section describes the compensation program for our Named Executive Officers. In particular, this section focuses on our 2023 executive compensation program and related decisions.

### Compensation Discussion and Analysis

This Compensation Discussion and Analysis provides an overview of our executive compensation program for 2023 and our executive compensation philosophies and objectives.

Our named executive officers consist of our President and Chief Executive Officer, our Chief Financial Officer and our three other most highly compensated executive officers serving in such roles as of December 31, 2023 (collectively, the "Named Executive Officers"). For 2023, our Named Executive Officers were:

Name	Position
Bernard Coulie, M.D., Ph.D., MBA	President, Chief Executive Officer and Director
Keith Cummings, M.D., MBA	Chief Financial Officer
Éric Lefebvre, M.D.	Chief Medical Officer
Hans Hull, J.D.	Chief Business Officer
Mike Ouimette, J.D.	General Counsel & Corporate Secretary

### Executive Summary

2023 was another transformative year for the Company as we continued to execute on strategic objectives to advance and expand across our portfolio of clinical and preclinical programs. Our key accomplishments during the year included:

- The Company announced positive bexotegast data from the following clinical trials:
  - Twelve-week data from INTEGRIS-IPF, a multinational, randomized, double-blind, placebo-controlled Phase 2a clinical trial of bexotegast at 40 mg, 80 mg and 160 mg doses in patients with idiopathic pulmonary fibrosis (IPF);
  - Twenty-four week data from INTEGRIS-IPF, a multinational, randomized, double-blind, placebo-controlled Phase 2a clinical trial of bexotegast at once daily dose of 320 mg in patients with IPF; and
  - Twelve-week data from INTEGRIS-PSC, a multinational, randomized, double-blind, placebo-controlled Phase 2a clinical trial of bexotegast at doses of 40 mg, 80 mg, and 160 mg in patients with primary sclerosing cholangitis (PSC) and suspected moderate to severe liver fibrosis.
- The Company successfully completed a \$288 million public common stock follow-on offering, including full exercise of the underwriters' option to purchase additional shares.
- The Company announced the initiation of BEACON-IPF, a 52-week, multinational, randomized, dose-ranging, double-blind, placebo-controlled Phase 2b trial evaluating bexotegast at doses of 160 mg or 320 mg of bexotegast or placebo.
- The Company significantly strengthened its leadership with the appointments of Darren Cline, MBA and Thomas McCourt to the Board and the appointment of senior leaders for regulatory, development operations and human resources to the executive team.
- The Company initiated a Phase 1 open-label trial of PLN-101095, an oral, small-molecule, dual selective inhibitor of  $\alpha v\beta 8$  and  $\alpha v\beta 1$  integrins in patients with solid tumors that are resistant to immune checkpoint inhibitors.

The Company continued to execute its strategic objectives in 2023, particularly in the lead program for bexotegast in both IPF and PSC, in addition to making strong progress in advancing its early-stage portfolio.

### Comparison to Relevant Peer Group

To obtain a broad view of competitive practices among industry peers and competitors for executive talent, the Compensation Committee of the Board (the "Committee"), which is responsible for overseeing the Company's executive compensation program,

reviews market data for peer group companies. The Committee believes that our executive compensation peer group should reflect the markets in which the Company competes for business, executive talent and capital and selects companies based on the following peer selection criteria:

- Industry: Public U.S. Pre-Commercial Biopharma Organizations
- Company Profile: Predominantly in Phase 2 and Phase 3 Clinical Trials
- Market Capitalization: \$300 million to \$2.75-billion
- Number of employees: up to 325
- Companies located in biotech talent hubs

In selecting companies for our peer group, the Committee considers recommendations from Aon. The Committee approved the peer group of companies set forth below to evaluate 2023 executive compensation decisions. For 2023, as a result of continuing market volatility in the biotech industry, Aon recommended, and our Compensation Committee approved a number of changes to the peer group that was used to evaluate 2022 compensation, which included the following: (i) the removal of 89bio, Aeglea BioTherapeutics, Aligos Therapeutics, Annexon, AVROBIO, CytomX Therapeutics, Poseida Therapeutics, Praxis Precision Medicines and Quince Therapeutics (fka Cortexyme) due to market capitalization falling below selection criteria; (ii) the removal of Dicerna Pharmaceuticals due to acquisition; (iii) the removal of Eiger BioPharmaceuticals due to industry and company profile; and (iv) the addition of Akero Therapeutics, ALX Oncology, Day One Biopharmaceuticals, Erasca, Gossamer Bio, Imago BioSciences, Inhibrx, Iovance Biotherapeutics, Kura Oncology, NGM Biopharmaceuticals, Prometheus Biosciences, RAPT Therapeutics, Ventyx Biosciences and Viridian Therapeutics due to market capitalization, company profile and geographic considerations.

- |                               |                              |
|-------------------------------|------------------------------|
| 1. Akero Therapeutics         | 13. Morpic                   |
| 2. ALX Oncology               | 14. NGM Biopharmaceuticals   |
| 3. Crinetics Pharmaceuticals  | 15. Prometheus Biosciences   |
| 4. Day One Biopharmaceuticals | 16. Protagonist Therapeutics |
| 5. Erasca                     | 17. RAPT Therapeutics        |
| 6. Gossamer Bio               | 18. Replimune Group          |
| 7. Imago BioSciences          | 19. Rocket Pharmaceuticals   |
| 8. Inhibrx                    | 20. Scholar Rock             |
| 9. Iovance Biotherapeutics    | 21. Tarsus Pharmaceuticals   |
| 10. KalVista Pharmaceuticals  | 22. Ventyx Biosciences       |
| 11. Kezar Life Sciences       | 23. Viridian Therapeutics    |
| 12. Kura Oncology             |                              |

For 2023, the Committee considered market pay practices to assess the overall competitiveness and reasonableness of the Company's executive compensation program. While the Committee considers relevant market pay practices when setting executive compensation, it does not believe it is appropriate to establish compensation levels based only on market practices. The Committee believes that compensation decisions are complex and require a deliberate review of Company and individual performance and peer compensation levels.

#### **Executive Compensation Philosophy**

The Committee believes that the Company's executive compensation program should reward actions and behaviors that build a foundation for the long-term performance of the Company, while also rewarding achievement of short-term performance goals informed by the Company's strategy. The goals of our executive compensation program are to attract, engage, and retain executive officers who share our vision and are deeply connected to our mission. Our overall compensation philosophy is market-based, with the general goal of aligning cash compensation at or around the 50th percentile and equity compensation between 50th and 75th percentiles of the market data, and enables our executive officers to share with our stockholders in the Company's long-term success. We strive to incentivize these executive officers to achieve our short-term and long-term business objectives in order to increase stockholder value over the long-term. Our 2023 executive compensation program combines competitive fixed and variable cash compensation as well as time-vested equity award opportunities in the forms and proportions that we believe will motivate our executive officers to increase stockholder value over the long-term. Our compensation program is guided by the following principles:

1. A significant portion of total target compensation should be allocated to incentive-based compensation opportunities;

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2. Incentive plan objectives should contribute to increased stockholder value; and
3. A significant portion of total compensation should be in the form of variable compensation.

Based on our compensation philosophy, our performance-driven annual compensation program for 2023 consists of three principal pay elements as outlined in the table below:

2023 Pay Elements				
	Base Salary	Annual Cash Incentive Awards	Equity Awards	
Who Receives	All Named Executive Officers			
When Granted	Annually			
Form of Delivery	Cash		Stock options	Restricted stock units ("RSUs")
Type of Performance	Short term emphasis		Long-term emphasis	Long-term emphasis
Performance/Vesting Period	N/A	1 year	4 year time-vesting	3 year time-vesting
How Payout Determined	Committee determination	Based on established corporate objectives, as well as certain other qualitative factors considered by the Committee in its discretion.  2023 performance measures related to clinical, operational and financial performance goals.	Based upon stock price appreciation between grant and exercise	Based upon stock price at vesting

**Key Compensation Policies and Practices**

We are committed to having strong governance standards with respect to our executive compensation program, policies and practices. Consistent with this focus, we maintain the following policies and practices that we believe demonstrate our commitment to executive compensation best practices.

What We Do:	
✓	<b>Pay-for-performance.</b> A significant portion of the Named Executive Officers' compensation is delivered in the form of variable compensation that is connected to our performance or stock price through annual cash bonuses, stock options and RSU grants. For 2023, variable compensation comprised the largest component of the targeted annual direct compensation for Dr. Coulie and the other Named Executive Officers.
✓	<b>Linkage between quantitative performance measures and operating objectives.</b> Performance measures for annual incentive compensation are linked to operating objectives informed by our business strategy and designed to support long-term stockholder value creation.
✓	<b>"Double trigger" in the event of a change-in-control.</b> For all of our Named Executive Officers, in the event of a change-in-control, equity awards will accelerate upon a "double trigger" – meaning that both a change-in-control and qualifying termination of employment must occur for automatic acceleration.
✓	<b>Independent compensation consultant.</b> The Committee retains its own compensation consultant to review the Company's executive compensation program and practices.
✓	<b>Annual risk assessment.</b> Based on our annual risk assessment, we have concluded that our compensation program does not present a risk that is reasonably likely to have a material adverse effect on the Company.
✓	<b>Annual peer group review.</b> The Committee, with the assistance of its independent compensation consultant, annually reviews the composition of the peer group used to evaluate and assess the Company's executive compensation program and makes adjustments to the composition of the group as it deems appropriate.
✓	<b>Clawback policy.</b> In 2023, the Committee amended and restated the Company's compensation clawback policy to conform with the SEC Clawback Rules (Rule 10D-1), allowing the Company to recover incentive compensation paid to certain officers (including the Named Executive Officers) in the event of certain financial statement restatements.
What We Don't Do:	
✗	No change-in-control tax gross-ups.
✗	No material perquisites.
✗	The Company does not maintain excessive severance benefits.
✗	The Company does not allow directors and key executives (including all Named Executive Officers) to hedge or pledge their Company securities.

**2023 Say-on-Pay Vote**

In its compensation review process, the Committee considers whether the Company's annual compensation program is aligned with the interest of the Company's stockholders. As part of its review of the Company's annual compensation program for 2023, the Committee considered the approval of approximately 97% of the votes cast for the Company's say-on-pay vote at our 2023 annual meeting. The Committee determined that the Company's executive compensation philosophies and objectives and compensation elements continued to be appropriate and did not make any changes to the Company's executive compensation program in response to the 2023 say-on-pay vote.

**Compensation of Named Executive Officers****Base Salary**

Base salaries are benchmarked against our peer group and intended to provide a level of compensation sufficient to attract and retain an effective management team in the highly competitive biotechnology talent market, when considered in combination with the other components of our executive compensation program. The relative levels of base salary for our Named Executive Officers are designed to reflect each executive officer's scope of responsibility and accountability with us and are adjusted annually after reviewing market data and individual performance.

The table below sets forth the 2022 and 2023 base salary level for each of our Named Executive Officers:

<b>Named Executive Officer</b>	<b>2022 Annual Base Salary (\$)</b>	<b>2023 Annual Base Salary (\$)</b>
Bernard Coulie, M.D., Ph.D., MBA	586,800	610,300
Keith Cummings, M.D., MBA	427,200	452,800
Éric Lefebvre, M.D.	481,100	500,300
Hans Hull, J.D.	407,000	427,300
Mike Ouimette, J.D.	398,000	425,900

**Annual Cash Incentives**

During 2023, we provided our senior leadership team with annual cash incentive compensation through our cash bonus plan. Cash incentives hold executives accountable, rewards the executives based on actual business results and helps create a "pay for performance" culture. Our cash bonus plan provides cash incentive award opportunities for the achievement of performance goals established by the Committee at the beginning of the fiscal year. Payouts to participants vary based on performance as compared to the target performance goals recommended by the Committee and considered and approved by the Board, with such modifications as the Board determines to be appropriate. The Committee also retains discretion to adjust payouts for any factors it deems appropriate. For 2023, the target bonus opportunities for Dr. Coulie and our other Named Executive Officers under the cash bonus plan were unchanged from 2022, at 55% and 40%, respectively.

The Committee undertakes a rigorous review and analysis to establish performance goals under the cash bonus plan, with the performance goals linked to our operating strategy and key measures of the Company's success in executing against its strategic operating plan. For 2023, the Committee established performance goals relating to pre-clinical, clinical, regulatory and program-related metrics (weighted 70%, with the ability to earn an additional 10% of the bonus pool for clinical, program and regulatory metrics) and financial and operational metrics (weighted 30%, with the ability to earn an additional 10% of the bonus pool for the financial and operational metrics). Each goal category had a number of sub-goals, such as program, product and candidate advancement, with a total of twelve sub-goals having a target weighting ranging from 5% to 20%. The goals were designed to be challenging, but achievable with the coordinated, cross-functional focus and effort by the executive team. In determining 2023 performance, the Committee considered the Company's achievement against the pre-established performance goals, clinical developments relating to certain of the Company's programs as well as the release of positive clinical data, strong enrollment performance and a strong cash position. Based on the Company's performance, the Committee approved a 100% bonus pool funding with respect to the 2023 cash bonus plan, with the ability to differentiate payouts on an individual basis based on qualitative assessment of individual performance. For 2023, the annual bonus payment for the President and Chief Executive Officer was based 100% on corporate performance, and the annual bonus payment for the other Named Executive Officers also included an individual performance component. During 2023, Drs. Lefebvre and Cummings had significant individual achievements in clinical development and corporate financing, respectively, resulting in above-target payouts for their 2023 bonuses.

The table below sets forth the target bonus opportunities for each of the Named Executive Officers (each expressed as a percentage of base salary and in dollars), as well as the actual bonus payment amount:

Named Executive Officer	Target Bonus (%)	Target Bonus (\$)	Actual Payment (\$)
Bernard Coulie, M.D., Ph.D., MBA	55%	335,665	335,665
Keith Cummings, M.D., MBA	40%	181,120	217,344
Éric Lefebvre, M.D.	40%	200,120	220,131
Hans Hull, J.D.	40%	170,920	170,920
Mike Ouimette, J.D.	40%	170,360	170,360

**Equity Incentive Program**

To further align the interests of our executive officers with the interests of our stockholders and to further focus our executive officers on our long-term performance, we have granted equity compensation in the form of time-vested stock options and RSUs. The 2023 equity grants were determined based on individual performance, input of the Committee’s independent compensation consultant, and the Committee’s review of the public company market data described above, with the general goal of aligning equity compensation between the 50th and 75th percentiles of the market data. Based on input from the Committee’s independent compensation consultant as well as the grant practices at our peers, in 2023, the Committee awarded the following stock option and RSU grants to the Named Executive Officers, with the stock options vesting in 48 monthly installments and the RSUs vesting annually over a three year period, both subject to the recipient’s continued service through each vesting date:

Named Executive Officer	Stock Options (#)	RSU (#)
Bernard Coulie, M.D., Ph.D., MBA	206,300	146,300
Keith Cummings, M.D., MBA	76,200	54,000
Éric Lefebvre, M.D.	80,000	57,000
Hans Hull, J.D.	76,200	54,000
Mike Ouimette, J.D.	55,000	39,000

**Incentive Program PSUs**

In July 2022, the Committee approved Incentive Program PSUs outside of the annual grant cycle in order to support the retention of key talent through the achievement of key clinical milestones for the Company. Under this incentive program, each of the Named Executive Officers received performance-based restricted stock units (“PSUs”) with vesting tied to clinical and relative total shareholder return goals, with performance measured through the second quarter of 2024. The vesting of 50% of the Incentive Program PSUs was tied to the achievement of three operational performance goals relating to IPF. In March 2023, the second operational goal relating to the progression of our clinical trial in IPF was achieved, and in July 2023, the third operational goal also relating to the progression of our clinical trial in IPF was achieved, resulting in an aggregate vesting for the operational performance goal PSUs of 200% of target across all three operational goal achievements. Vesting of the remaining 50% of the Incentive Program PSUs is tied to the Company’s total shareholder return relative to the Nasdaq Biotechnology Index which will be measured through the second quarter of 2024.

**Severance Arrangements**

The Company generally executes an offer of employment before an executive joins the Company. This offer describes the basic terms of the executive’s employment, including his or her start date, starting salary, annual incentive target, initial equity grants and, in some cases, severance entitlements. In addition, we maintain an Executive Severance Plan (the “Severance Plan”), in which our Named Executive Officers, and certain other executives, participate. The benefits provided in the Severance Plan replaced any severance for which our Named Executive Officers may be eligible under their existing offer letters or other agreements or arrangements, except to the extent such offer letters or other agreements, or arrangements provide for greater benefits.

The Severance Plan helps accomplish the Company's compensation philosophy of attracting and retaining exemplary talent as it was designed to be aligned with competitive market practices. In addition, the Severance Plan reduces the need to negotiate individual severance arrangements with departing executives and protects our executives from termination for circumstances not of their doing. The Committee also believes the Severance Plan promotes management independence and helps retain, stabilize, and focus the executive officers in the event of a change-in-control.

Please see the "Executive Compensation—Employment, Severance and Change in Control Agreements" section of this Proxy Statement for further information regarding the Severance Plan, including the treatment of awards upon qualifying termination events or a change-in-control.

***Other Benefits***

Our Named Executive Officers participate in our corporate-wide benefit programs. Our Named Executive Officers are offered benefits that generally are commensurate with the benefits provided to all of our full-time employees, which includes participation in our qualified defined contribution plan. We do not provide perquisites, other than an annual home travel reimbursement, including associated tax reimbursement to Dr. Coulie which was provided as part of his initial employment agreement and relocation in 2015 (amounts reflected in the "All Other Compensation" column in the 2023 Summary Compensation Table below).

***Clawback Policy***

The Company maintains a clawback policy, which applies to individuals designated by the Board as executive officers for purposes of Section 16 of the Exchange Act. Our policy generally provides that, in the event that (i) an incentive compensation payment or award (or the vesting of such award) was based upon the achievement of financial results that were subsequently the subject of a restatement to correct an accounting error due to material noncompliance with any financial reporting requirement under the federal securities laws and (ii) a lower incentive compensation payment or award would have been made to such officer (or lesser or no vesting would have occurred with respect to such award) based upon the restated financial results, then we will recover the excess cash or equity-based incentive compensation received by such officer during the three fiscal years preceding the date on which we were required to prepare the restatement. Our policy is separate from and in addition to requirements of Section 304 of the Sarbanes-Oxley Act of 2002 that are applicable to our Chief Executive Officer and Chief Financial Officer. This policy was amended and restated by the Committee to reflect the final Nasdaq listing rules adopted to implement the compensation recovery requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act.

***Policy on Trading, Pledging and Hedging of Company Stock***

Our insider trading policy expressly prohibits our executive officers, directors and designated employees and consultants from engaging in certain prohibited transactions, including short sales, purchases or sales of derivative securities or hedging transactions, the use of our securities as collateral in a margin account, and pledging of our securities.

***How We Make Executive Compensation Decisions***

***Role of the Board, Committee and our Executive Officers***

The Committee determines the compensation of our Chief Executive Officer and each of our other executive officers and reports its decisions to the Board. In setting the compensation of our Chief Executive Officer, the Committee assesses and takes into account the Chief Executive Officer's individual performance. In setting the compensation of our other executive officers, the Committee takes into account the Chief Executive Officer's review of each executive officer's performance and his recommendations with respect to their compensation. The Committee's responsibilities regarding executive compensation are further described in the "Corporate Governance" section of this proxy statement.

***Guidance from Independent Compensation Consultant***

Our Compensation Committee is authorized to retain the services of one or more executive compensation advisors, as it sees fit, in connection with the establishment of our compensation programs and related policies. Aon provided services related to the review of the 2023 compensation adjustments including a review of peer group compensation data, awards under our equity incentive program, the setting of performance goals in our annual incentive plan, an analysis of the relationship between the Company's pay and performance relative to peers, trends and tax and regulatory developments with respect to executive compensation, our compensation peer group, and our non-employee director compensation program. Beginning in July 2023, the Committee retained Pearl Meyer, an independent compensation and leadership consulting firm, to succeed Aon as the external compensation consultant. During its tenure, Aon was retained by and reported to the Compensation Committee and, at the request of the Committee, participated in Committee meetings. Similarly, Pearl Meyer is retained by and continues to report to the Compensation Committee and, at the request of the

Committee, participates in Committee meetings. Based on consideration of the various factors set forth in applicable Nasdaq and SEC rules, the Committee does not believe that its relationship with either Aon or Pearl Meyer or either firm's work on behalf of the Committee has raised any conflicts of interests.

**Compensation Committee Report**

Our Compensation Committee has reviewed and discussed the section entitled "Compensation Discussion and Analysis" with our management. Based upon this review and discussion, the Compensation Committee recommended to the Board of Directors that the section entitled "Compensation Discussion and Analysis" be included in this proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

Respectfully submitted by the Compensation Committee of the Board of Directors.

Suzanne Bruhn, Ph.D., Chairperson  
John Curnutte, M.D., Ph.D.  
Thomas McCourt  
David Pyott, MA, MBA

**2023 Summary Compensation Table**

The following table shows for the fiscal year ended December 31, 2023, 2022 and 2021 compensation awarded to or paid to or earned by our Named Executive Officers.

Name and Principal Position	Year	Salary (S)	Stock Awards (S) <sup>(1)</sup>	Option Awards (S) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation (S) <sup>(3)</sup>	All Other Compensation (S) <sup>(4)</sup>	Total (S)
Bernard Coulie, M.D., Ph.D., MBA <i>President, Chief Executive Officer and Director</i>	2023	610,300	5,069,295	5,099,736	335,665	51,003	11,165,999
	2022	586,800	6,424,000	3,444,100	440,000	32,815	10,927,715
	2021	556,200	—	4,301,775	321,206	42,172	5,221,353
Keith Cummings, M.D., MBA <i>Chief Financial Officer</i>	2023	452,800	1,871,100	1,883,664	217,344	14,000	4,438,908
	2022	427,200	1,810,400	970,610	222,144	13,000	3,443,354
	2021	401,700	—	1,277,627	192,816	11,600	1,883,743
Éric Lefebvre, M.D. <i>Chief Medical Officer</i>	2023	500,300	1,975,050	1,977,600	220,131	13,980	4,687,061
	2022	481,100	2,044,000	1,095,850	269,416	12,971	3,903,337
	2021	455,981	—	1,260,420	246,230	11,600	1,974,231
Hans Hull, J.D. <i>Chief Business Officer</i>	2023	427,300	1,871,100	1,883,664	170,920	4,293	4,357,277
	2022	407,000	1,642,517	880,594	211,640	13,000	3,154,751
	2021	385,735	—	1,071,142	185,153	11,600	1,653,630
Mike Ouimette, J.D. <i>General Counsel and Corporate Secretary</i>	2023	425,900	1,351,350	1,359,600	170,360	9,768	3,316,978
	2022	398,000	1,270,206	680,993	191,040	2,009	2,542,248
	2021	362,693	—	267,054	174,092	1,200	805,039

- (1) For 2023, the amounts shown represent the aggregate grant date fair value of the RSUs granted under the 2020 Stock Option and Incentive Plan (the "2020 Plan") to each of the Company's Named Executive Officers, computed in accordance with FASB ASC Topic 718 based on the closing stock price on the date of grant. The amounts reported in this column reflect the accounting cost for these RSU awards and may not correspond to the actual economic value that may be received by our Named Executive Officers upon the vesting of the RSU awards or any sale of the underlying shares of common stock.
- (2) Reflects the aggregate grant date fair value of the stock option awards, computed in accordance with the FASB ASC Topic 718. The assumptions used in calculating the grant date fair value of the 2023 stock option awards reported in this column are set forth in note 11 to our consolidated financial statements included in our annual report on Form 10-K for the year ended December 31, 2023. The amounts reported in this column reflect the accounting cost for these stock option awards and may not correspond to the actual economic value that may be received by our Named Executive Officers upon the exercise of the stock option awards or any sale of the underlying shares of common stock.
- (3) For 2023, represents cash amounts earned by our Named Executive Officers under our annual cash incentive program, based on the Company's achievement of certain corporate performance goals and, in the case of the Named Executive Officers other than Dr. Coulie, the Named Executive Officers' individual performance.
- (4) The amount reported for each Named Executive Officer represents the matching contributions made by the Company under its 401(k) plan during the year, and in the case of Dr. Coulie, the amount reported also includes personal travel reimbursements and related tax gross-ups of \$20,000 and \$17,003, respectively, paid by the Company pursuant to his employment agreement.



**Grants of Plan-Based Awards for Fiscal Year 2023**

The following table shows for the fiscal year ended December 31, 2023 certain information regarding grants of plan-based awards to the Named Executive Officers:

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>		Number of Shares of Stock Units (#) <sup>(2)</sup>	Number of Securities Underlying Options (#) <sup>(3)</sup>	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) <sup>(4)</sup>
		Target (\$)	Maximum (\$)				
<b>Bernard Coulie, M.D., Ph.D., MBA</b>							
2023 Annual Cash Incentive	—	335,665	503,498	—	—	—	—
Stock Options	1/25/2023	—	—	—	206,300	34.65	5,099,736
RSUs	1/25/2023	—	—	146,300	—	—	5,069,295
<b>Keith Cummings, M.D., MBA</b>							
2023 Annual Cash Incentive	—	181,120	271,680	—	—	—	—
Stock Options	1/25/2023	—	—	—	76,200	34.65	1,883,664
RSUs	1/25/2023	—	—	54,000	—	—	1,871,100
<b>Éric Lefebvre, M.D.</b>							
2023 Annual Cash Incentive	—	200,120	300,180	—	—	—	—
Stock Options	1/25/2023	—	—	—	80,000	34.65	1,977,600
RSUs	1/25/2023	—	—	57,000	—	—	1,975,050
<b>Hans Hull, J.D.</b>							
2023 Annual Cash Incentive	—	170,920	256,380	—	—	—	—
Stock Options	1/25/2023	—	—	—	76,200	34.65	1,883,664
RSUs	1/25/2023	—	—	54,000	—	—	1,871,100
<b>Mike Ouimette, J.D.</b>							
2023 Annual Cash Incentive	—	170,360	255,540	—	—	—	—
Stock Options	1/25/2023	—	—	—	55,000	34.65	1,359,600
RSUs	1/25/2023	—	—	39,000	—	—	1,351,350

- (1) The amounts shown for the 2023 Annual Cash Incentives reflect estimated payouts for the fiscal year ended December 31, 2023 under the Company's annual cash incentive program based on achievement of performance goals established by the Compensation Committee at the beginning of the fiscal year. Please see "Compensation Discussion & Analysis - Compensation of Named Executive Officers - Annual Cash Incentives" for further information regarding the 2023 annual cash incentives. There are no set thresholds (or equivalent items) with respect to payouts under the 2023 annual cash incentives. Maximum amounts represent the maximum payout level for the 2023 annual cash incentives, assuming all of the performance goals are achieved.
- (2) The amounts shown represent the RSUs granted under the 2020 Plan to each of the Named Executive Officers. The shares subject to these RSUs vest in three equal annual installments beginning January 16, 2023, subject to the Named Executive Officer's continuous service on each such date. Please see "Compensation Discussion & Analysis - Compensation of Named Executive Officers - Equity Incentive Program" for further information regarding these awards.
- (3) The amounts shown represent stock options granted under the 2020 Plan to each of the Named Executive Officers. The shares subject to these stock options vest in 1/48 installments on each monthly anniversary of January 1, 2023, subject to the Named Executive Officer's continuous service on each such date. Please see "Compensation Discussion & Analysis - Compensation of Named Executive Officers - Equity Incentive Program" for further information regarding these awards.
- (4) Reflects the aggregate grant date fair value of the stock option and RSU awards, computed in accordance with the FASB ASC Topic 718. The assumptions used in calculating the grant date fair value of the stock option awards reported in this column are set forth in note 11 to our consolidated financial statements included in our annual report on Form 10-K for the year ended December 31, 2023. The amounts reported for the RSUs are calculated based on the closing stock price as of the date of grant. The amounts reported in this column reflect the accounting cost for these stock option and RSU awards and may not correspond to the actual economic value that may be received by our Named Executive Officers upon the exercise of the stock option awards, the vesting of RSUs, or any sale of the underlying shares of common stock.

2023 Outstanding Equity Awards at Fiscal Year-End

The following table shows for the fiscal year ended December 31, 2023, certain information regarding outstanding equity awards at fiscal year-end for the Named Executive Officers.

Name	Vesting Commencement Date	Option Awards <sup>(1)</sup>				Stock Awards <sup>(1)</sup>			
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable <sup>(2)</sup>	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) <sup>(3)</sup>	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(4)</sup>	Equity Incentive Plan Awards: Number Of Unearned Shares, Units or Other Rights That Have Not Vested (#) <sup>(5)</sup>	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>(6)</sup>
Bernard Coulie, M.D., Ph.D., MBA	1/24/2019	146,841	—	2.08	1/24/2029	—	—	—	—
	3/31/2020	303,680	23,582	6.22	3/31/2030	—	—	—	—
	1/1/2021	182,291	67,709	26.50	1/23/2031	—	—	—	—
	1/1/2022	210,833	229,167	11.86	1/26/2032	—	—	—	—
	7/28/2022	—	—	—	—	—	—	137,500	2,490,125
	1/1/2023	47,277	159,023	34.65	1/24/2033	—	—	—	—
	1/16/2023	—	—	—	—	146,300	2,649,493	—	—
Keith Cummings, M.D., MBA	12/31/2018	97,047	—	2.08	1/24/2029	—	—	—	—
	3/31/2020	15,522	2,676	6.22	3/31/2030	—	—	—	—
	1/1/2021	54,140	20,110	26.50	1/23/2031	—	—	—	—
	1/1/2022	59,416	64,584	11.86	1/26/2032	—	—	—	—
	7/28/2022	—	—	—	—	—	—	38,750	701,763
	1/1/2023	17,462	58,738	34.65	1/24/2033	—	—	—	—
	1/16/2023	—	—	—	—	54,000	977,940	—	—
Eric Lefebvre	1/24/2019	62,937	—	2.08	1/24/2029	—	—	—	—
	3/31/2020	54,045	3,601	6.22	3/31/2030	—	—	—	—
	1/1/2021	53,411	19,839	27.00	1/23/2031	—	—	—	—
	1/1/2022	67,083	72,917	11.86	1/26/2032	—	—	—	—
	7/28/2022	—	—	—	—	—	—	43,750	792,313
	1/1/2023	18,333	61,667	34.65	1/24/2033	—	—	—	—
	1/25/2023	—	—	—	—	57,000	1,032,270	—	—
Hans Hull, J.D.	12/31/2018	31,367	—	2.08	3/31/2028	—	—	—	—
	1/24/2019	12,979	—	2.08	1/24/2029	—	—	—	—
	3/31/2020	65,956	4,396	6.22	3/31/2030	—	—	—	—
	1/1/2021	45,390	16,860	26.50	1/23/2031	—	—	—	—
	1/1/2022	53,906	58,594	11.86	1/26/2032	—	—	—	—
	7/28/2022	—	—	—	—	—	—	35,156	636,675
	1/1/2023	17,462	58,738	34.65	1/24/2033	—	—	—	—
1/16/2023	—	—	—	—	54,000	977,940	—	—	
Mike Ouimette	10/1/2020	75,690	22,550	24.32	10/9/2030	—	—	—	—
	1/1/2021	11,316	4,204	26.50	1/23/2031	—	—	—	—
	1/1/2022	31,687	45,313	11.86	1/26/2032	—	—	—	—
	7/28/2022	—	—	—	—	—	—	27,187	492,357
	1/1/2023	12,604	42,396	34.65	1/24/2033	—	—	—	—
	1/16/2023	—	—	—	—	39,000	706,290	—	—

(1) Each equity award is subject to the terms of our 2015 Equity Incentive Plan (the “2015 Plan”) or the 2020 Plan, as applicable, and certain acceleration of vesting provisions under the Executive Severance Plan (as well as the acceleration of vesting provisions described below).

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- (2) 1/48th of the shares vest and become exercisable on each monthly anniversary of the vesting commencement date while the Named Executive Officer is providing continuous service to the Company through each vesting date.
- (3) The amounts shown represent the RSUs granted under the 2020 Plan that are scheduled to vest in three equal annual installments beginning January 16, 2023, subject to the Named Executive Officer's continuous service on each such date.
- (4) Based on the closing price of a share of our common stock on December 29, 2023, which was \$18.11.
- (5) The amounts shown represent PSUs that are scheduled to vest based on the Named Executive Officer's continued service and the achievement of total shareholder return goals as measured on June 30, 2024. In accordance with SEC disclosure rules, the PSUs are reported based on target achievement of the underlying performance goals.

**2023 Option Exercises And Stock Vested**

The following table shows for the fiscal year ended December 31, 2023, certain information regarding option exercises and stock vested during the last fiscal year with respect to the Named Executive Officers:

Name	Option Awards		Stock Awards	
	Number of Shares Acquired On Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting(#)	Value Realized on Vesting(\$)
Bernard Coulie, M.D., Ph.D., MBA	200,000	5,432,729	206,249	4,382,785
Keith Cummings, M.D., MBA	66,550	1,694,253	58,125	1,235,156
Éric Lefebvre, M.D.	—	—	65,624	1,394,504
Hans Hull, J.D.	10,591	189,873	52,734	1,120,598
Mike Ouimette, J.D.	20,000	322,078	40,780	866,572

**Employment, Severance and Change of Control Agreements**

**Executive Severance Plan**

In 2020, our Board adopted an Executive Severance Plan (the "Severance Plan"), in which our Named Executive Officers and certain other executives, participate. The Severance Plan provides that upon a termination by us for any reason other than for "cause," as defined in the Severance Plan, death or "disability," as defined in the Severance Plan, outside of the change in control period (i.e., the period of one year after a "change in control," as defined in the Severance Plan), an eligible participant will be entitled to receive, subject to the execution and delivery of an effective release of claims in favor of the Company and continued compliance with all applicable restrictive covenants, (i) 12 months of "base salary" (i.e., the higher of the annual base salary in effect immediately prior to the date of termination or the annual base salary in effect for the year immediately prior to the year in which the date of termination occurs) for our Chief Executive Officer and nine months of base salary for the other Named Executive Officers, (ii) an amount equal to the Named Executive Officer's target annual bonus in effect immediately prior to the date of termination, pro-rated for the number of days employed during the year of termination, and (iii) an amount equal to the monthly employer contribution, based on the premiums as of the date of termination, that we would have made to provide health insurance for the Named Executive Officer if he had remained employed by us for up to 12 months for our Chief Executive Officer and nine months for our other Named Executive Officers. The payments under (i), (ii) and (iii) will be paid in substantially equal installments in accordance with our payroll practice over 12 months for our Chief Executive Officer and nine months for our other Named Executive Officers.

The Severance Plan also provides that upon a (A) termination by us other than for cause, death or disability or (B) resignation for "good reason," as defined in the Severance Plan, in each case within the change in control period, an eligible participant will be entitled to receive, in lieu of the payments and benefits above and subject to the execution and delivery of an effective release of claims in favor of the Company and continued compliance with all applicable restrictive covenants, (I) a lump sum amount equal to 150% of the base salary and 150% of the target annual bonus in effect immediately prior to the date of termination (or immediately prior to the change in control, if higher) for our Chief Executive Officer and 100% of the base salary and 100% of the target annual bonus in effect immediately prior to the date of termination (or immediately prior to the change in control, if higher) for our other Named Executive Officers (II) a lump sum amount equal to the monthly employer contribution, based on the premiums as of the date of termination, that we would have made to provide health insurance for the participant if the applicable Named Executive Officer had remained employed by us for 18 months for our Chief Executive Officer and 12 months for our other Named Executive Officers and

(III) for all outstanding and unvested equity awards of the Company that are subject to time-based vesting held by the participant, full accelerated vesting of such awards; provided, that the performance conditions applicable to any outstanding and unvested equity awards subject to performance-based vesting will be deemed satisfied at the target level specified in the terms of the applicable award agreement except, that in the case of the 2022 PSUs with vesting tied to total shareholder return, in the event of a change in control, vesting will be deemed achieved at the greater of (i) target and (ii) actual performance through the date of the change in control.

The payments and benefits provided under the Severance Plan may subject an eligible participant, including the Named Executive Officers, to an excise tax under Section 4999 of the Code. If the payment or benefits payable in connection with a change in control would be subject to the excise tax imposed under Section 4999 of the Code, then those payments or benefits will be reduced if such reduction would result in a higher net after-tax benefit to the participant.

**2023 Potential Payments Upon Change in Control and Termination Table**

***COC Qualifying Termination***

The following table provides information on severance benefits that would have become payable under the Severance Plan if the Named Executive Officers were subject to a COC Qualifying Termination on December 31, 2023.

Name and Principal Position	Voluntary Termination for Good Reason or Involuntary Termination Without Cause within 12 or 18 months After a Change of Control			
	Salary and Bonus (\$) <sup>(1)</sup>	Health Care Benefits (\$) <sup>(2)</sup>	Equity Acceleration (\$) <sup>(3)</sup>	Total (\$) <sup>(4)</sup>
Bernard Coulic, M.D., Ph.D., MBA	1,418,948	19,481	6,852,302	8,290,731
Keith Cummings, M.D., MBA	633,920	27,273	2,115,170	2,776,363
Éric Lefebvre, M.D.	700,420	27,355	2,323,130	3,050,905
Hans Hull, J.D.	598,220	22,968	2,033,114	2,654,302
Mike Ouimette, J.D.	596,260	22,968	1,481,871	2,101,099

- (1) Represents a lump sum amount equal to 150% of the base salary and 150% of the target annual bonus in effect immediately prior to the date of termination (or immediately prior to the change in control, if higher) for the Chief Executive Officer and 100% of the base salary and 100% of the target annual bonus in effect immediately prior to the date of termination (or immediately prior to the change in control, if higher) for the other Named Executive Officers.
- (2) Represents a lump sum amount equal to the monthly employer contribution, based on the premiums as of the date of termination, that would have been made to provide health insurance for the participant if they had remained employed by the Company for 18 months for the Chief Executive Officer and 12 months for the other Named Executive Officers.
- (3) Represents the (a) spread value of the outstanding unvested options with accelerated vesting benefits that were in the money on December 31, 2023, calculated based on the closing price of our common stock of \$18.11 on December 29, 2023, the last trading day of fiscal 2023, over the exercise price of such unvested options subject to vesting acceleration; plus (b) the value of common stock received from accelerated vesting of RSUs and PSUs at 100% achievement the total stockholder return performance measure.
- (4) The payments and benefits provided under the Severance Plan may subject an eligible participant, including the Named Executive Officers, to an excise tax under Section 4999 of the Code. If the payment or benefits payable in connection with a change in control would be subject to the excise tax imposed under Section 4999 of the Code, then those payments or benefits will be reduced if such reduction would result in a higher net after-tax benefit to the participant. The amounts reported in this table do not reflect the application of any reduction in payments or benefits.

**Non-COC Qualifying Termination**

The following table provides information on severance benefits that would have become payable under the existing Executive Severance Plan if the continuing Named Executive Officers were subject to a Non-COC Qualifying Termination on December 31, 2023.

Name and Principal Position	Voluntary Termination for Good Reason or Involuntary Termination Without Cause		
	Salary and Bonus (\$) <sup>(1)</sup>	Health Care Benefits (\$) <sup>(2)</sup>	Total
Bernard Coulie, M.D., Ph.D., MBA	945,965	12,987	958,952
Keith Cummings, M.D., MBA	520,720	20,455	541,175
Éric Lefebvre, M.D.	575,345	20,517	595,862
Hans Hull, J.D.	491,395	17,226	508,621
Mike Ouimette, J.D.	489,785	17,226	507,011

- (1) Represents (i) the lump sum cash severance benefit equal to 12 months of base salary for the President and Chief Executive Officer and nine months of base salary for the other Named Executive Officers, and (ii) the amount equal to the named executive officer's target annual bonus in effect immediately prior to the date of termination, pro-rated for the number of days employed during the year of termination.
- (2) Represents the amount equal to the monthly employer contribution, based on the premiums as of the date of termination, that would have been made to provide health insurance for the named executive officer if he had remained employed for up to 12 months for the President and Chief Executive Officer and nine months for the other Named Executive Officers.

**Compensation Risk Assessment**

We believe that although a portion of the compensation provided to our executive officers and other employees is performance-based, our executive compensation program does not encourage excessive or unnecessary risk taking. Our compensation programs are designed to encourage our executive officers and other employees to remain focused on both short-term and long-term strategic goals, in particular in connection with our pay-for-performance compensation philosophy. As a result, we do not believe that our compensation programs are reasonably likely to have a material adverse effect on us.

**Equity Compensation Plan Information**

The following table provides information as of December 31, 2023 regarding shares of common stock that may be issued under our equity compensation plans, consisting of our 2020 Plan, 2015 Plan, 2020 Employee Stock Purchase Plan and 2022 Inducement Plan.

Plan Category	Number of Shares of Common Stock to be Issued Upon Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options	Number of Shares of Common Stock to be Issued Upon Vesting of Outstanding Awards	Number of Shares of Common Stock Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in The First Column)
Equity compensation plans approved by security holders <sup>(1)</sup>	6,653,487	\$ 18.05	1,203,500	11,844,982
Equity compensation plans not approved by security holders <sup>(2)</sup>	300,000	15.79	—	700,000
<b>Total</b>	<b>6,953,487</b>	<b>\$ 17.95</b>	<b>1,203,500</b>	<b>12,544,982</b>

(1) As of December 31, 2023, there were 2,882,239 shares available for grant under the 2020 Plan, no shares available for grant under the 2015 Plan, and 805,756 shares available for issuance under the ESPP.

(2) As of December 31, 2023, there were 700,000 shares available for grant under the 2022 Inducement Plan.

**PAY VERSUS PERFORMANCE**

Pursuant to Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(v) of Regulation S-K, the Pay Versus Performance Table (set forth below) is required to include “Compensation Actually Paid,” as calculated per SEC disclosure rules, to the Company’s principal executive officer (“PEO”) and the Company’s non-PEO Named Executive Officers, as noted below. “Compensation Actually Paid” represents a required calculation of compensation that differs significantly from the Summary Compensation Table calculation of compensation, the Named Executive Officer’s realized or earned compensation, as well as from the way in which the Compensation Committee views annual compensation decisions, as discussed in the Compensation Discussion and Analysis. The amounts in the table below are calculated in accordance with SEC rules and do not represent amounts actually earned or realized by our Named Executive Officers, including with respect to our equity awards which remain subject to forfeiture if the vesting conditions are not satisfied.

Fiscal Year <sup>(1)</sup>	Summary Compensation Table Total for PEO (\$) <sup>(2)</sup>	Compensation Actually Paid to PEO (\$) <sup>(3)</sup>	Average Summary Compensation Table Total for Non-PEO NEOs (\$) <sup>(4)</sup>	Average Compensation Actually Paid to Non-PEO NEOs (\$) <sup>(5)</sup>	Value of initial fixed \$100 investment based on: <sup>(4)</sup>		Net Loss (\$ million)	Company selected measure(S) <sup>(6)</sup>
					Total shareholder return (\$)	Peer group total shareholder return (\$) <sup>(5)</sup>		
2023	11,165,999	5,182,668	4,200,056	2,135,482	85.02	104.87	161.3	—
2022	10,927,715	18,413,413	3,260,923	5,132,310	90.75	101.10	123.3	—
2021	5,221,353	780,772	1,462,511	443,729	63.38	113.47	97.3	—

- (1) Dr. Coulie served as the Company’s PEO for the entirety of 2023, 2022 and 2021 and the Company’s other Named Executive Officers for the applicable years were as follows:
  - 2023 and 2022: Keith Cummings; Eric Lefebvre; Hans Hull; and Mike Ouimette.
  - 2021: Keith Cummings; Eric Lefebvre; Hans Hull; Mike Ouimette; and our former Chief Human Resources Officer.
 As the Company qualified as a smaller reporting company in 2022, Pay Versus Performance disclosure has been provided for 2023, 2022 and 2021 in accordance with SEC disclosure rules.
- (2) Amounts reported in this column represent (i) the total compensation reported in the Summary Compensation Table for the applicable year in the case of Dr. Coulie and (ii) the average of the total compensation reported in the Summary Compensation Table for the applicable year for the Company’s Named Executive Officers reported for the applicable year other than Dr. Coulie.
- (3) To calculate “Compensation Actually Paid,” adjustments were made to the amounts reported in the Summary Compensation Table for the applicable year. A reconciliation of the adjustments for Dr. Coulie and for the average of the other Named Executive Officers is set forth following the footnotes to this table.
- (4) Pursuant to rules of the SEC, the comparison assumes \$100 was invested on December 31, 2020 in our common stock. Historic stock price performance is not necessarily indicative of future stock price performance.
- (5) The TSR Peer Group consists of the Nasdaq Biotechnology Index, an index that includes companies in the biotechnology industry and which is the same industry index disclosed in our Annual Report on Form 10-K.
- (6) At this time, given that we are a research and development company without revenue, we do not use any specific company-selected financial measures for purposes of determining “Compensation Actually Paid.” As is the case with many companies in the biotechnology industry, our annual incentive objectives are generally tied to the Company’s clinical, program and regulatory metrics rather than financial goals. In addition, the 2023 equity awards were structured as time-based awards and were not tied to the achievement of underlying performance goals. Accordingly, we do not have a financial metric in our executive compensation program that would constitute the Company Selected Measure, as contemplated under the SEC Pay Versus Performance disclosure rules, particularly as the pay versus performance table includes our TSR performance which is linked to the value of the equity awards held by our Named Executive Officers.

**Compensation Actually Paid Adjustments**

Fiscal Year	PEO		
	2021	2022	2023
Summary Compensation Table Total (a)	\$ 5,221,353	\$ 10,927,715	\$ 11,165,999
- Grant Date Fair Value of Option Awards and Stock Awards Granted in Fiscal Year (b)	(4,301,775)	(9,868,100)	(10,169,031)
+ Fair Value at Fiscal Year-End of Outstanding and Unvested Option Awards and Stock Awards Granted in Fiscal Year (c)	1,409,305	13,645,339	4,330,409
+ Change in Fair Value of Outstanding and Unvested Option Awards and Stock Awards Granted in Prior Fiscal Years (d)	(2,917,409)	1,293,212	(2,075,000)
+ Fair Value at Vesting of Option Awards and Stock Awards Granted in Fiscal Year That Vested During Fiscal Year (e)	981,378	2,287,794	647,979
+ Change in Fair Value as of Vesting Date of Option Awards and Stock Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year (f)	387,920	127,453	1,282,312
- Fair Value as of Prior Fiscal Year-End of Option Awards and Stock Awards Granted in Prior Fiscal Years That Failed to Meet Applicable Vesting Conditions During Fiscal Year (g)	—	—	—
Compensation Actually Paid	\$ 780,772	\$ 18,413,413	\$ 5,182,668

Fiscal Year	Other NEOs <sup>(b)</sup>		
	2021	2022	2023
Summary Compensation Table Total (a)	\$ 1,462,511	\$ 3,260,923	\$ 4,200,056
- Grant Date Fair Value of Option Awards and Stock Awards Granted in Fiscal Year (b)	(921,509)	(2,598,793)	(3,543,282)
+ Fair Value at Fiscal Year-End of Outstanding and Unvested Option Awards and Stock Awards Granted in Fiscal Year (c)	253,982	3,593,528	1,509,042
+ Change in Fair Value of Outstanding and Unvested Option Awards and Stock Awards Granted in Prior Fiscal Years (d)	(473,474)	266,709	(545,517)
+ Fair Value at Vesting of Option Awards and Stock Awards Granted in Fiscal Year That Vested During Fiscal Year (e)	207,207	602,492	225,673
+ Change in Fair Value as of Vesting Date of Option Awards and Stock Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year (f)	28,739	7,451	289,510
- Fair Value as of Prior Fiscal Year-End of Option Awards and Stock Awards Granted in Prior Fiscal Years That Failed to Meet Applicable Vesting Conditions During Fiscal Year (g)	(113,727)	—	—
Compensation Actually Paid	\$ 443,729	\$ 5,132,310	\$ 2,135,482

- (a) Represents Total Compensation as reported in the Summary Compensation Table for the indicated fiscal year. With respect to the other Named Executive Officers, amounts shown represent averages.
- (b) Represents the grant date fair value of the stock option and stock awards granted during the indicated fiscal year, computed in accordance with the methodology used for financial reporting purposes.
- (c) Represents the fair value as of the indicated fiscal year-end of the outstanding and unvested option awards and stock awards granted during such fiscal year, computed in accordance with the methodology used for financial reporting purposes and, for awards subject to performance-based vesting conditions, based on the probable outcome of such performance-based vesting conditions as of the last day of the fiscal year.
- (d) Represents the change in fair value during the indicated fiscal year of each option award and stock award that was granted in a prior fiscal year and that remained outstanding and unvested as of the last day of the indicated fiscal year, computed in accordance with the methodology used for financial reporting purposes and, for awards subject to performance-based vesting conditions, based on the probable outcome of such performance-based vesting conditions as of the last day of the fiscal year.
- (e) Represents the fair value at vesting of the option awards and stock awards that were granted and vested during the indicated fiscal year, computed in accordance with the methodology used for financial reporting purposes.
- (f) Represents the change in fair value, measured from the prior fiscal year-end to the vesting date, of each option award and stock award that was granted in a prior fiscal year and which vested during the indicated fiscal year, computed in accordance with the methodology used for financial reporting purposes.

(g) Represents the fair value as of the last day of the prior fiscal year of the option award and stock awards that were granted in a prior fiscal year and which failed to meet the applicable vesting conditions in the indicated fiscal year, computed in accordance with the methodology used for financial reporting purposes.

(h) See footnote 1 above for the Named Executive Officers included in the average for each year.

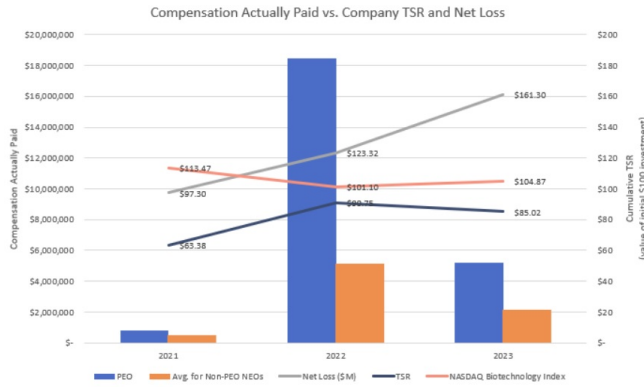
**Relationship Between Pay and Performance**

We believe the “Compensation Actually Paid” in each of the years reported above and over the three-year cumulative period are reflective of the Compensation Committee’s emphasis on “pay-for-performance” as the “Compensation Actually Paid” fluctuated year-over-year, primarily due to the result of our stock performance and our varying levels of achievement against our performance goals under our annual cash incentive program. As is the case with many pre-commercial companies in the biotechnology industry, the Company’s incentive objectives are predominantly tied to the Company’s strategies and operational goals rather than financial goals. Accordingly, the Company’s compensation program is not meaningfully influenced by financial metrics, such as net loss and the Company does not have a company selected measure.

**Performance Measures Used to Link Company Performance and Compensation Actually Paid to the Named Executive Officers**

As noted above, as is the case with many companies in the biotechnology industry, the Company relies less on financial performance goals as compared to non-financial strategic and operational goals. Below is a list of performance measures, which in the Company’s assessment represent the most important performance measures used by the Company to link compensation actually paid to the Named Executive Officers for 2023.

- Share Price
- Relative TSR (component of Incentive Program PSUs)
- Clinical goals
- Regulatory and Program Goals





### CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Except for the compensation arrangements, including employment, termination of employment and change in control arrangements, with our directors and executive officers, including those discussed in the sections entitled “Executive Compensation” and “Director Compensation,” there have been no transactions since January 1, 2023 in which:

- we have been or are to be a participant;
- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, executive officers or holders of more than 5% of our capital stock, or any member of the immediate family of the foregoing persons, had or will have a direct or indirect material interest.

#### Indemnification Agreements

We have entered into new agreements to indemnify our directors, executive officers, and other officers as determined from time to time by our Board or our Compensation Committee. These agreements and our amended and restated bylaws, among other things, require us to indemnify these individuals for certain expenses (including attorneys’ fees), judgments, fines and settlement amounts reasonably incurred by such person in certain actions or proceedings, including any action, on account of any services undertaken by such person on behalf of our company or that person’s status as a member of our Board to the maximum extent allowed under Delaware law. We are also required by these agreements to indemnify these individuals for certain expenses (including attorney’s fees) in certain action or proceeding by or in our right.

#### Policies for Approval of Related Party Transactions

Our Board has adopted and approved a written Related Person Transaction Policy. The policy sets forth our procedures for the identification, review, consideration and approval or ratification of related person transactions. For purposes of our policy only, a related person transaction is any transaction in which we are a participant and a related person has a direct or indirect material interest. Transactions involving compensation for services provided to us as an employee or director are not covered by this policy. A related person is any executive officer, director, director nominee, or beneficial owner of more than 5% of any class of our voting securities, including any of their immediate family members.

Under the policy, we will provide our Audit Committee with all material information regarding such related person transaction. Our Audit Committee will review the material facts of all related person transactions, taking into account, among other factors that it deems appropriate, whether the related person transaction is on terms no less favorable to us than terms generally available in a transaction with an unaffiliated third-party under the same or similar circumstances and the extent of the related person’s interest in the transaction. To facilitate identification of related person transactions, we will compile a list of all related persons and related person affiliates, and updated the list at least annually, based on questionnaires completed by our directors and officers. Each of our directors, officers and director nominees shall also be responsible for promptly notifying us of any change in the identity of relevant related party affiliates.

In addition, under our Code of Conduct, our employees and directors have an affirmative responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest.

In considering related person transactions, our Audit Committee, or other independent body of our Board, will take into account the relevant available facts and circumstances including, but not limited to:

- the size of the transaction and the amount payable to a related person;
- the nature of the interest of the related person in the transaction;
- whether the transaction may involve a conflict of interest;
- whether the transaction was undertaken in the ordinary course of business of the Company;
- whether the transaction involves the provision of goods or services to the Company that are available from unaffiliated third parties and, if so, whether the transaction is on terms and made under circumstances that are at

least as favorable to the Company as would be available in comparable transactions with or involving unaffiliated third parties; and

- any other information regarding the related person transaction or related person that would be material to investors in light of the circumstances of the transaction.

The policy requires that, in determining whether to approve, ratify, or reject a related person transaction, our Audit Committee, or other independent body of our Board, must consider, in light of known circumstances, whether the transaction is in, or is not inconsistent with, our best interests and those of our stockholders, as our Audit Committee, or other independent body of our Board, determines in the good faith exercise of its discretion. Some of the indemnification agreements described above were entered into prior to the adoption of the written policy, but all were approved by our Board considering similar factors to those described above.

#### PRINCIPAL STOCKHOLDERS

The following table presents information concerning the beneficial ownership of the shares of our common stock as of April 19, 2024 by:

- each person we know to be the beneficial owner of 5% or more of our outstanding shares of our capital stock;
- each of our directors and director nominees;
- each of our named executive officers; and
- all of our current executive officers and directors as a group.

We have determined beneficial ownership in accordance with SEC rules. The information does not necessarily indicate beneficial ownership for any other purpose. Under these rules, a person is deemed to be a beneficial owner of our common stock if that person has a right to acquire ownership within 60 days by the exercise of options. A person is also deemed to be a beneficial owner of our common stock if that person has or shares voting power, which includes the power to vote or direct the voting of our common stock, or investment power, which includes the power to dispose of or to direct the disposition of such capital stock. Except in cases where community property laws apply or as indicated in the footnotes to this table, we believe that each stockholder identified in the table possesses sole voting and investment power over all shares of common stock shown as beneficially owned by the stockholder.

Percentage of beneficial ownership in the table below is based on 60,318,732 shares of common stock deemed to be outstanding as of April 19, 2024. Shares of common stock subject to options that are currently exercisable or exercisable within 60 days of April 19, 2024 are considered outstanding and beneficially owned by the person holding the options for the purpose of computing the percentage ownership of that person but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated below, the address of each individual listed below is c/o Pliant Therapeutics, Inc., 260 Littlefield Avenue, South San Francisco, California 94080.

Name and address of beneficial owner	Number of shares beneficially owned	Percentage of shares beneficially owned
<b>5% or Greater Stockholders:</b>		
Deep Track Capital, LP <sup>(1)</sup>	5,750,000	9.53 %
BlackRock Inc. <sup>(2)</sup>	4,801,517	7.96 %
FMR LLC <sup>(3)</sup>	3,963,417	6.57 %
T. Rowe Price Associates Inc. <sup>(4)</sup>	3,788,116	6.28 %
First Light Asset Management LLC <sup>(5)</sup>	3,634,510	6.03 %
Laurion Capital Management LP <sup>(6)</sup>	3,583,567	5.94 %
Vanguard Group <sup>(7)</sup>	3,065,869	5.08 %
Blue Owl Capital Holdings L.P. <sup>(8)</sup>	3,004,199	4.98 %
<b>Named Executive Officers and Directors:</b>		
Bernard Coulie, M.D., Ph.D., MBA <sup>(9)</sup>	1,681,404	2.79 %
Keith Cummings, M.D., MBA <sup>(10)</sup>	450,684	*
Éric Lefebvre, M.D. <sup>(12)</sup>	423,923	*
Hans Hull, J.D. <sup>(11)</sup>	450,246	*
Mike Ouimette, J.D. <sup>(13)</sup>	200,325	*
Lily Cheung <sup>(14)</sup>	47,211	*
Hoyoung Huh, M.D., Ph.D. <sup>(15)</sup>	142,045	*
Suzanne Bruhn, Ph.D. <sup>(16)</sup>	98,429	*
Darren Cline, MBA <sup>(17)</sup>	23,166	*
Gayle Crowell <sup>(18)</sup>	67,460	*
John Curmutte, M.D., Ph.D. <sup>(19)</sup>	92,632	*
Katharine Knobil, M.D. <sup>(20)</sup>	31,500	*
Thomas McCourt <sup>(21)</sup>	23,166	*
David Pyott, MA, MBA <sup>(22)</sup>	68,859	*
Smital Shah, MBA <sup>(23)</sup>	81,767	*
All executive officers and directors as a group (15 persons)	3,882,817	6.4 %

\* Represents beneficial ownership of less than one percent.

- (1) Based solely on the Schedule 13G/A filed with the SEC on February 14, 2024 by Deep Track Capital, LP ("Deep Track"), Deep Track Biotechnology Master Fund, Ltd. and David Kroin, each reporting shared voting and dispositive power with respect to 5,750,000 shares of common stock. The address of the principal business office of Deep Track and Mr. Kroin is 200 Greenwich Avenue, 3rd Floor, Greenwich, Connecticut 06830. The address of the principal business office of Deep Track Biotechnology Master Fund, Ltd. is c/o Walkers Corporate Limited, 190 Elgin Avenue, George Town, KY1-9001, Cayman Islands.
- (2) Based solely on the Schedule 13G filed with the SEC on January 25, 2024 by BlackRock, Inc. ("BlackRock"), which reported sole voting and dispositive power for 4,801,517 shares of common stock. The address for BlackRock is 50 Hudson Yards, New York, NY 10001.
- (3) Based solely on the Schedule 13G/A filed with the SEC on February 9, 2024 by FMR LLC and Abigail P. Johnson. FMR LLC reported sole voting and dispositive power over 3,963,417 shares of common stock. Fidelity Management & Research Company LLC, Fidelity Management Trust Company and Strategic Advisers LLC beneficially own shares reported in such filing. Abigail P. Johnson is a Director, the Chairman and the Chief Executive Officer of FMR LLC. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. The address of the entities and individuals listed above is 245 Summer Street, Boston, Massachusetts 02210.
- (4) Based solely on the Schedule 13G filed with the SEC on February 14, 2024 by T. Rowe Price Associates, Inc. ("Price Associates"), which reported sole voting power for 3,785,916 shares of common stock and sole dispositive power for 3,785,916 shares of common stock. The address for Price Associates is 100 E. Pratt Street, Baltimore, MD 21202.

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- (5) Based solely on the Schedule 13G filed with the SEC on February 14, 2024 by First Light Asset Management, LLC ("First Light"), which reported reported that First Light may be deemed to be the beneficial owner of 3,634,510 shares of common stock over which it has shared voting and dispositive power. First Light acts as an investment adviser to certain persons holding separately managed accounts with First Light, each of whom has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, those shares. First Light may also be deemed to be the beneficial owner of these shares because it acts as an investment adviser to certain private funds. In addition, Mathew P. Arens may also be deemed to be the beneficial owner of these shares because he controls First Light in his position as managing member and majority owner of First Light. Mr. Arens also directly holds 2,000 shares of common stock, over which has sole voting and dispositive power, and 41,500 shares of common stock in a joint account over which he has shared voting and dispositive power. The address of the principal business office of First Light and Mr. Arens is 3300 Edinborough Way, Suite 201, Edina, MN 55435.
- (6) Based solely on the Schedule 13G filed with the SEC on February 8, 2024 by Laurion Capital Management LP ("Laurion Capital"), Mr. Benjamin Alexander Smith ("Mr. Smith") and Mr. Janaka Sheehan Maduraperuma ("Mr. Maduraperuma"), which reported Laurion Capital, Mr. Smith and Mr. Maduraperuma, each reporting shared voting and dispositive power with respect to 3,583,567 shares of common stock. The address of the principal business office of Laurion Capital, Mr. Smith and Mr. Maduraperuma is 360 Madison Avenue, Suite 1900, New York, NY 10017.
- (7) Based solely on the Schedule 13G filed with the SEC on February 13, 2024 by The Vanguard Group ("Vanguard"), which reported sole voting and sole and shared dispositive power for 3,065,869 shares of common stock. The address for Vanguard is 100 Vanguard Blvd., Malvern, PA 19355.
- (8) Based solely on the Schedule 13G filed with the SEC on February 14, 2024 by Blue Owl Capital Holdings LP ("Blue Owl"), which reported sole voting and dispositive power for 3,004,199 shares of common stock. The address for Blue Owl is 399 Park Avenue, New York, New York 10022.
- (9) Consists of (a) 409,317 shares of common stock held by Coulie/Leyman Family Trust, (b) 218,849 shares of common stock held by Dr. Coulie and (c) 1,053,238 shares of common stock underlying options held by Dr. Coulie exercisable within 60 days of April 19, 2024.
- (10) Consists of (a) 158,605 shares of common stock held by Dr. Cummings and (b) 292,079 shares of common stock underlying options held by Dr. Cummings exercisable within 60 days of April 19, 2024.
- (11) Consists of (a) 118,920 shares of common stock held by Dr. Lefebvre and (b) 305,003 shares of common stock underlying options held by Dr. Lefebvre exercisable within 60 days of April 19, 2024.
- (12) Consists of (a) 31,791 shares of common stock held by The Sloger Hull Family Trust, of which Mr. Hull and his spouse are the trustees, (b) 149,069 shares of common stock held by Mr. Hull and (c) 269,386 shares of common stock underlying options held by Mr. Hull exercisable within 60 days of April 19, 2024.
- (13) Consists of (a) 29,246 shares of common stock held by Mr. Ouimette and (b) 171,079 shares of common stock underlying options held by Mr. Ouimette exercisable within 60 days of April 19, 2024.
- (14) Consists of (a) 795 shares of common stock held by Ms. Cheung and (b) 46,416 shares of common stock underlying options held by Ms. Cheung exercisable within 60 days of April 19, 2024.
- (15) Consists of (a) 99,759 shares of common stock held by Dr. Huh and (b) 42,286 shares of common stock underlying options held by Dr. Huh exercisable within 60 days of April 19, 2024.
- (16) Consists of (a) 35,081 shares of common stock held by Dr. Bruhn and (b) 63,348 shares of common stock underlying options held by Dr. Bruhn exercisable within 60 days of April 19, 2024.
- (17) Consists of 23,166 shares of common stock underlying options held by Mr. Cline exercisable within 60 days of April 19, 2024.
- (18) Consists of 67,460 shares of common stock underlying options held by Ms. Crowell exercisable within 60 days of April 19, 2024.
- (19) Consists of (a) 29,278 shares of common stock held by Dr. Curnutte and (b) 63,354 shares of common stock underlying options held by Dr. Curnutte exercisable within 60 days of April 19, 2024.
- (20) Consists of 31,500 shares of common stock underlying options held by Dr. Knobil exercisable within 60 days of April 19, 2024.
- (21) Consists of 23,166 shares of common stock underlying options held by Mr. McCourt exercisable within 60 days of April 19, 2024.
- (22) Consists of 68,859 shares of common stock underlying options held by Mr. Pyott exercisable within 60 days of April 19, 2024.
- (23) Consists of 81,767 shares of common stock underlying options held by Ms. Shah exercisable within 60 days of April 19, 2024.

**DELINQUENT SECTION 16(a) REPORTS**

Under U.S. securities laws, directors, certain officers and persons holding more than 10% of our common stock must report their initial ownership of our common stock and any changes in their ownership to the SEC. To our knowledge, based solely on our review of copies of the reports filed with the SEC and the written representations of our directors and executive officers that no other reports were required to be filed during fiscal year 2023, we believe that for fiscal year 2023, all required reports were filed on a timely basis.

**PROPOSAL NO. 3 – RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS PLIANT’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2024**

Pliant’s stockholders are being asked to ratify the appointment by the Audit Committee of the Board of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024. Deloitte & Touche LLP has served as our independent registered public accounting firm since 2018.

The Audit Committee is solely responsible for selecting our independent registered public accounting firm for the fiscal year ending December 31, 2024. Stockholder approval is not required to appoint Deloitte & Touche LLP as our independent registered public accounting firm. However, the Board believes that submitting the appointment of Deloitte & Touche LLP to the stockholders for ratification is good corporate governance. If the stockholders do not ratify this appointment, the Audit Committee will reconsider whether to retain Deloitte & Touche LLP. If the selection of Deloitte & Touche LLP is ratified, the Audit Committee, at its discretion, may direct the appointment of a different independent registered public accounting firm at any time it decides that such a change would be in the best interest of the Company and its stockholders.

A representative of Deloitte & Touche LLP is expected to be present at the virtual Annual Meeting and will have an opportunity to make a statement if he or she desires to do so and to respond to appropriate questions from our stockholders.

The following table sets forth all fees paid or accrued by us for professional audit services and other services rendered by Deloitte & Touche LLP during the years ended December 31, 2023 and December 31, 2022.

	2023	2022
Audit fees <sup>(1)</sup>	\$ 1,596,795	\$ 1,336,610
Audit-related fees	—	—
Tax fees <sup>(2)</sup>	—	60,075
All other fees <sup>(3)</sup>	1,895	1,895
<b>Total fees</b>	<b>\$ 1,598,690</b>	<b>\$ 1,398,580</b>

(1) Audit fees consist of fees for professional services provided by Deloitte & Touche LLP for the audit of our annual financial statements, the review of interim consolidated financial statements and consultations on accounting matters directly related to the audit, and comfort letters, consents, and assistance with and review of documents filed with the SEC.

(2) Tax fees consist of fees for performing a Section 382 study.

(3) All other fees consist of fees paid for a subscription to Deloitte & Touche LLP’s accounting research tool.

**Audit Committee Pre-approval Policy and Procedures**

Our Audit Committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by our independent registered public accounting firm. This policy provides that we will not engage our independent registered public accounting firm to render audit or non-audit services unless the service is specifically approved in advance by our Audit Committee, or the engagement is entered into pursuant to the pre-approval procedure described below.

From time to time, our Audit Committee may pre-approve specified types of services that are expected to be provided to us by our independent registered public accounting firm during the next 12 months. Any such pre-approval details the particular service or type of services to be provided and is also generally subject to a maximum dollar amount.

During our 2023 and 2022 fiscal years, no services were provided to us by Deloitte & Touche LLP other than in accordance with the pre-approval policies and procedures described above.

**The board of directors and the Audit Committee recommend voting “FOR” Proposal No. 3 to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024.**

## REPORT OF THE AUDIT COMMITTEE

The Audit Committee has reviewed and discussed the audited financial statements of the Company with management of the Company. In addition, the Audit Committee has discussed with Deloitte & Touche LLP (“Deloitte”) the matters required to be discussed by Auditing Standard No. 1301, Communications with Audit Committees, as adopted by the applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) and the SEC. The Audit Committee has received from Deloitte the written disclosures and the letter required by applicable requirements of the PCAOB regarding Deloitte’s communications with the Audit Committee concerning independence and has discussed with Deloitte the independence of Deloitte from the Company and its management. Based on the foregoing, the Audit Committee recommended to the Board that the audited financial statements be included in the Company’s Annual Report on Form 10-K filed with the SEC for the fiscal year ended December 31, 2023.

Respectfully submitted by the members of the Audit Committee of the Board of Directors:

Smital Shah, MBA (chairperson)  
Darren Cline, MBA  
Gayle Crowell  
David Pyott, MA, MBA

## HOUSEHOLDING

Some banks, brokers and other nominee record holders may be participating in the practice of “householding” proxy statements and annual reports. This means that only one copy of our documents, including the annual report to stockholders and proxy statement, may have been sent to multiple stockholders in your household. We will promptly deliver a separate copy of either document to you upon written or oral request to Pliant Therapeutics, Inc., 260 Littlefield Avenue, South San Francisco, CA 94080, Attention: Corporate Secretary, telephone: (650) 481-6770. If you want to receive separate copies of the proxy statement or annual report to stockholders in the future, or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your bank, broker or other nominee record holder, or you may contact us at the above address and phone number.

## STOCKHOLDER PROPOSALS

A stockholder who would like to have a proposal considered for inclusion in our 2025 proxy statement must submit the proposal in accordance with the procedures outlined in Rule 14a-8 of the Exchange Act so that it is received by us no later than December 23, 2024. SEC rules set standards for eligibility and specify the types of stockholder proposals that may be excluded from a proxy statement. Stockholder proposals should be addressed to Pliant Therapeutics, Inc., 260 Littlefield Avenue, South San Francisco, CA 94080, Attention: Corporate Secretary.

If a stockholder wishes to propose a nomination of persons for election to our Board or present a proposal at an annual meeting but does not wish to have the proposal considered for inclusion in our proxy statement and proxy card, our bylaws establish an advance notice procedure for such nominations and proposals. Stockholders at an annual meeting may only consider proposals or nominations specified in the notice of meeting or brought before the meeting by or at the direction of the Board or by a stockholder of record on the record date for the meeting, who is entitled to vote at the meeting and who has delivered timely notice in proper form to our Corporate Secretary of the stockholder’s intention to bring such business before the meeting.

The required notice must be in writing and received by our Corporate Secretary at our principal executive offices not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year’s annual meeting. For stockholder proposals to be brought before the 2025 Annual Meeting of Stockholders, the required notice must be received by our Corporate Secretary at our principal executive offices no earlier than February 13, 2025 and no later than March 15, 2025. Stockholder proposals and the required notice should be addressed to Pliant Therapeutics, Inc., 260 Littlefield Avenue, South San Francisco, CA 94080, Attention: Corporate Secretary. In addition to satisfying the foregoing requirements under our bylaws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than management’s nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than April 14, 2025 unless the Company holds its 2025 annual meeting earlier than May 14, 2025 or later than July 13, 2025 whereupon notice must be provided by the later of April 14, 2025 or the 10th calendar day following the day on which the Company first publicly announces the date of the 2025 annual meeting.

**OTHER MATTERS**

Our Board does not know of any other matters to be brought before the Annual Meeting. If any other matters not mentioned in this proxy statement are properly brought before the meeting, the individuals named in the enclosed proxy intend to use their discretionary voting authority under the proxy to vote the proxy in accordance with their best judgment on those matters.



**VOTE BY INTERNET**  
*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above  
 Use the Internet to transmit your voting instructions, and for electronic delivery of information up until 11:59 p.m. Eastern Time on June 12, 2024. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.  
*During The Meeting* - Go to [www.virtuashareholdermeeting.com/PLIX2024](http://www.virtuashareholdermeeting.com/PLIX2024)  
 You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.  
**VOTE BY PHONE - 1-800-690-6903**  
 Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on June 12, 2024. Have your proxy card in hand when you call and then follow the instructions.  
**VOTE BY MAIL**  
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V48626-P10403

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

**PLIANT THERAPEUTICS, INC.**  
 The Board of Directors recommends you vote **FOR** the election of the Class I director nominees in Proposal No. 1 and **FOR** Proposal Nos. 2 and 3.

1.	To elect three class I directors named in the proxy statement to our Board of Directors:	<b>For</b>	<b>Withhold</b>		
1a.	Hoyoung Huh, M.D., Ph.D.	<input type="checkbox"/>	<input type="checkbox"/>		
1b.	Darren Cline, MBA	<input type="checkbox"/>	<input type="checkbox"/>		
1c.	David Pyott, MA, MBA	<input type="checkbox"/>	<input type="checkbox"/>		
				<b>For</b>	<b>Against</b> <b>Abstain</b>
2.	To approve, by non-binding advisory vote, the resolution approving Named Executive Officer compensation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3.	To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

**Note:** In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Signature (PLEASE SIGN WITHIN BOX)	Date	Signature (Joint Owners)	Date



**Important Notice Regarding the Availability of Proxy Materials for  
the Annual Meeting of Stockholders to be Held on June 13, 2024:  
The Proxy Statement and our 2023 Annual Report to Stockholders on Form 10-K are  
available for viewing, printing and downloading at [www.proxyvote.com](http://www.proxyvote.com).**

V48627-PR0403

**PLIANT THERAPEUTICS, INC.  
Annual Meeting of Stockholders  
June 13, 2024 8:30 a.m. Pacific Time  
This proxy is solicited by the Board of Directors**

The undersigned stockholder(s) of PLIANT THERAPEUTICS, INC. hereby appoint(s) Mike Ouimette, Bernard Coulie, M.D., Ph.D. and Keith Cummings, M.D., or any of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of PLIANT THERAPEUTICS, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 8:30 a.m. Pacific Time on June 13, 2024, virtually at [www.virtualshareholdermeeting.com/PLRX2024](http://www.virtualshareholdermeeting.com/PLRX2024), and any adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.**

Continued and to be signed on reverse side



PLIANT THERAPEUTICS, INC.  
260 LITTLEFIELD AVENUE  
SOUTH SAN FRANCISCO, CA 94080



**SCAN TO  
VIEW MATERIALS & VOTE**



**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on June 6, 2023. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/PLRX2023](http://www.virtualshareholdermeeting.com/PLRX2023)

You may attend the meeting via the internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on June 6, 2023. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V12539-P90971

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION TO THE COMPANY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**PLIANT THERAPEUTICS, INC.**

The Board of Directors recommends you vote FOR the election of the Class III director nominees in Proposal No. 1 and FOR Proposal Nos. 2 and 3.

- |    |   |                          |                          |  |                          |                          |
|----|---|--------------------------|--------------------------|--|--------------------------|--------------------------|
| 1. | To elect three class III directors named in the proxy statement to our Board of Directors:  | <b>For</b>               | <b>Withhold</b>          |  | <b>For</b>               | <b>Against</b>           |
|    | 1a. Bernard Coulie, M.D., Ph.D.   | <input type="checkbox"/> | <input type="checkbox"/> |  | <input type="checkbox"/> | <input type="checkbox"/> |
|    | 1b. Gayle Crowell   | <input type="checkbox"/> | <input type="checkbox"/> |  | <input type="checkbox"/> | <input type="checkbox"/> |
|    | 1c. Suzanne Bruhn, Ph.D.  | <input type="checkbox"/> | <input type="checkbox"/> |  | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. | To approve, by non-binding advisory vote, the resolution approving named executive officer compensation.  |                          |                          |  | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023. |                          |                          |  | <input type="checkbox"/> | <input type="checkbox"/> |

**Note:** In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

**Important Notice Regarding the Availability of Proxy Materials for  
the Annual Meeting of Stockholders to be Held on June 7, 2023:**  
The proxy statement and our 2022 Annual Report to Stockholders on Form 10-K are  
available for viewing, printing and downloading at [www.proxyvote.com](http://www.proxyvote.com).

V12540

**PLIANT THERAPEUTICS, INC.  
Annual Meeting of Stockholders  
June 7, 2023 8:30 a.m. Pacific Time  
This proxy is solicited by the Board of Directors**

The undersigned stockholder(s) of PLIANT THERAPEUTICS, INC. hereby appoint(s) Mike Ouimette, Bernard Coulie, M.D., Ph.D., Keith Cummings, M.D., or any of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of PLIANT THERAPEUTICS, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 8:30 a.m. Pacific Time on June 7, 2023, virtually at [www.virtualshareholdermeeting.com/PLRX2023](http://www.virtualshareholdermeeting.com/PLRX2023), and any adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, the proxy will be voted in accordance with the Board of Directors' recommendations.**

Continued and to be signed on reverse side