**VERA THERAPEUTICS, INC.**

**CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

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**PURPOSE**

The purpose of the Compensation Committee (the "***Committee***") of the Board of Directors (the "***Board***") of Vera Therapeutics, Inc. (the "***Company***") is to:

- help the Board oversee the Company's compensation policies, plans, and programs with a goal to attract, incentivize, retain and reward top quality executive management and employees;
- review and determine, or make recommendations to the Board, regarding the compensation to be paid to the Company's executive officers and directors;
- oversee the development and performance of Company officers and, other than with respect to the Chief Executive Officer, the Company's succession planning;
- oversee the development and monitor the success of the Company's employee inclusivity initiatives;
- when required, review and discuss with management the Company's compensation disclosures in the "Compensation Discussion and Analysis" section of the Company's annual reports, registration statements and proxy statements filed with the Securities and Exchange Commission (the "***SEC***");
- when required, prepare and review the Committee report on executive compensation included in the Company's annual proxy statement; and
- assist the Board in its oversight of the Company's policies and strategies relating to human capital management.

The term "compensation" includes salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans.

**COMPOSITION**

The members of the Committee will be members of the Board appointed by, and will serve at the discretion of, the Board. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee. The Committee will consist of at least two members of the Board, and each member of the Committee will satisfy:

- the independence and other requirements imposed by the SEC, applicable law and stock exchange listing requirements;
- the "non-employee director" requirements under Rule 16b-3 under the Securities Exchange Act of 1934; and
- any other qualifications determined by the Board.

A director shall not serve as a member of the Committee if the Chief Executive Officer or another executive officer of the Company serves on the compensation committee of another company that employs that director as an executive officer.

**AUTHORITY**

The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee. If the Committee concludes that it must retain legal, accounting or other outside advisors (including compensation consultants), it may do so and determine compensation terms for those advisors at the Company's expense, provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under stock exchange listing requirements. The Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of the Company. The Committee will have authority to require that any of the Company's personnel or outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its advisors.

The Chairperson shall have the delegated authority to act on behalf of the Committee in connection with (1) approval of the retention of compensation consultants and outside service providers and advisors (including negotiation and execution of their engagement letters) and (2) as may otherwise be determined by the Committee. The Committee also may form and delegate authority to one or more subcommittees consisting of one or more members of the Board (whether or not he, she or they are on the Committee) to the extent allowed under applicable law and stock exchange listing requirements. By delegating an issue to the Chairperson or a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to the Chairperson or a subcommittee, doing so will not limit or restrict future action by the Chairperson or subcommittee on any matters delegated to it. Any action or decision of the Chairperson or a subcommittee will be presented to the full Committee at its next scheduled meeting. By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities.

**RESPONSIBILITIES**

The Committee's responsibilities are for oversight, as described under "Purpose" above. The members of the Committee are not employees of the Company, and they do not perform management's functions. The Committee relies on the expertise and knowledge of management in carrying out its oversight responsibilities. The Committee has the following responsibilities; provided, however, that this list of responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law and stock exchange listing requirements. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable law and stock exchange listing requirements.

**1. Overall Compensation Strategy.** The Committee will review, oversee and approve (or make recommendations to the Board for approval of) the Company's overall compensation strategy and policies.

**2. Compensation of Chief Executive Officer.** The Committee will review and approve annually (or make recommendations to the Board for approval of) the compensation, individual and corporate performance goals and objectives and other terms of employment of the Company's Chief Executive Officer and evaluate his or her performance, taking into account the results of any recent Committee review of Chief Executive Officer performance. The Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation.

**3. Compensation of Other Executive Officers and Senior Management.** The Committee will

review and approve (or make recommendations to the Board for approval of) the compensation, individual and corporate performance goals and objectives and other terms of employment of the Company's other executive officers (and other members of senior management in the Committee's discretion), taking into account the results of any recent Committee review of officer performance, and evaluate their individual performance, taking into account the recommendations and evaluation of the Chief Executive Officer to the extent the Committee deems appropriate.

**4. Compensation of Directors.** The Committee will review and approve (or make recommendations to the Board for approval of) the type and amount of compensation to be paid or awarded to non-employee Board members for their service on the Board and its committees.

**5. Periodic Review of Officer Development and Performance.** To review on a periodic basis the development and performance of the Company's officers, including other members of the Board that the Committee determines to be appropriate under the circumstances (with the understanding that all members of the Board other than the Chief Executive Officer would be involved in the review of the development and performance of the Company's Chief Executive Officer).

**6. Human Capital Management.** The Committee will periodically review matters relating to human capital management, including the Company's policies and strategies regarding recruiting, retention, career development and progression, inclusivity, and other employment practices. If and as the Committee determines to be necessary or appropriate, the Committee will make recommendations to the Board regarding the Company's human capital management policies and strategies.

**7. Periodic Review of Succession Planning.** To review on a periodic basis the development and adequacy of the Company's officer succession planning.

**8. Risk Management**. The Committee will review the Company's practices and policies of employee compensation as they relate to risk management and risk-taking incentives, to determine if such compensation policies and practices are reasonably likely to have a material adverse effect on the Company and take such determinations into account in discharging the Committee's responsibilities.

**9. Administration of Benefit Plans.** The Committee will have full power and authority to adopt, amend, terminate, and administer the Company's equity awards, pension, and profit-sharing plans, bonus plans, benefit plans and other similar programs. The Committee will have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, approve modifications to awards and exercise other power, as appropriate. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable laws and regulations.

**10. Management Succession.** The Committee will review and evaluate with the Board and the Chief Executive Officer the succession plans for the Company's executive officers (other than the Chief Executive Officer) and make recommendations to the Board with respect to the selection of appropriate individuals to succeed these positions.

**11. Compensation Discussion and Analysis and Committee Report.** The Committee will review and discuss with management the disclosures under the caption "Compensation Discussion and Analysis" and report of the Committee required to be included in any filing with the SEC ("***CD&A***"), and recommend to the Board whether the CD&A should be approved for inclusion in the appropriate filing or report.

**12. Conflict of Interest Disclosure.** The Committee will review and discuss with management any conflicts of interest raised by the work of a compensation consultant or advisor hired by the Committee

or management and how such conflict is being addressed and prepare any necessary disclosure in the Company's annual proxy statement in accordance with applicable law and stock exchange listing requirements.

**13. Annual Review of Compensation Advisor Independence.** The Committee will review and discuss with management, if appropriate, the independence of any compensation consultant, outside legal counsel or any such other advisor engaged by the Committee and how such conflict is being addressed for disclosure in the appropriate filing or report in accordance with applicable law and stock exchange listing requirements.

**14. Clawback and Recoupment.** The Committee will approve and modify, as needed (or recommend to the Board for approval and modification), clawback policies allowing the Company to recoup compensation paid to employees in accordance with applicable law and stock exchange listing requirements.

**15. Stock Ownership Guidelines**. If and as the Committee determines to be necessary or appropriate, the Committee will establish and monitor stock ownership guidelines for directors and executive officers of the Company.

**16. Committee Self-Assessment.** The Committee will periodically evaluate its performance and annually review and reassess the adequacy of this Charter and submit any recommended changes to the Board for its consideration.

**MEETINGS AND MINUTES**

The Committee will meet whenever its members deem a meeting necessary or appropriate. The Committee will determine where and when to meet.

Unless otherwise determined by the Committee, each regularly scheduled meeting will conclude with an executive session that excludes members of management. From time to time, or when requested by the Board, the Chairperson of the Committee will report to the Board.

The Committee will maintain written minutes of its meeting and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book.

**Approved by the Board of Directors: December 16, 2025**