

## CG ONCOLOGY, INC.

### AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

#### I. Purpose

The purpose of the Compensation Committee (the “**Committee**”) is to oversee the discharge of the responsibilities of the Board of Directors (the “**Board**”) of CG Oncology, Inc. (the “**Company**”) relating to compensation of the Company’s executive officers and directors and the Company’s policies and strategies relating to human capital management.

#### II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (“**Nasdaq**”), taking into account Nasdaq’s additional independence requirements specific to membership on the Committee, and meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

#### III. Meetings, Procedures and Authority

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

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee. It is expected that the Committee will assess at least annually whether the work of compensation consultants involved in determining or recommending executive or director compensation (whether retained by the Committee or management) has raised any conflict of interest and how any such conflict is being addressed for disclosure in the Company’s annual proxy statement or otherwise as required by applicable law and Nasdaq requirements.

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

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

#### IV. Duties and Responsibilities

1. *CEO Compensation.* The Committee will have the authority to review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer’s performance in light of these goals and objectives and, based upon this evaluation, will have the authority to review and set or make recommendations to the Board regarding the Chief Executive Officer’s compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.
2. *Other Executive Officer Compensation.* The Committee will have the authority to review and set or make recommendations to the Board regarding the compensation of the executive officers other than

the Chief Executive Officer and in connection with such review will oversee the evaluation of the executive officers.

3. *Director Compensation.* The Committee will have the authority to review and make recommendations to the Board regarding director compensation.
4. *Incentive and Equity Compensation.* The Committee will have the authority to review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements (the "**Plans**"). The Committee will have full authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board), and to make grants of cash-based and equity-based awards under the Plans.
5. *Risk Assessment.* The Committee will consider, on at least an annual basis, whether risks arising from the Company's compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Company.
6. *Clawback Policy.* The Committee will have the authority to approve or recommend to the Board the adoption of a "clawback policy" or similar policy or agreement between the Company and the Company's executive officers, or other employees, including any such policy required by applicable laws, rules and regulations, including applicable Securities and Exchange Commission and Nasdaq rules. The Committee will administer and oversee compliance with any such policies or agreements.
7. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("**CD&A**") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.
8. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report, to the extent it is required.
9. *Peer Group.* The Committee will review and approve the list of companies, if any, to be included in any compensation peer group used to determine pay levels based on criteria the Committee deems appropriate.
10. *Perquisites.* If the Committee determines to be necessary or appropriate, establish and periodically review policies and any agreements providing perquisites for directors or executive officers, provided that any perquisites for non-executive officer members of the Board must be recommended to the full Board.
11. *Employment and Post-Employment Arrangements.* Review and approve, or recommend to the full Board, any employment or post-employment agreement or arrangement (including severance and change in control benefits) applicable to any of the Company's executive officers.
12. *Compensation Proposals.* Provide recommendations to the full Board on compensation-related proposals to be considered at the Company's annual meeting of stockholders, including any applicable advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans, and amendments to such plans. Review and consider the results of any advisory vote on executive compensation.
13. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.
14. *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of the performance of the Committee.

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

**V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee also has the authority to authorize an officer of the Company to grant rights or options to officers (other than executive officers) and employees, in a manner that is in accordance with applicable law.