

**CARIS LIFE SCIENCES, INC.**  
**COMPENSATION COMMITTEE CHARTER**

**I. Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Caris Life Sciences, Inc. (the “Company”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors. For purposes of this charter, the term “executive officers” means the individuals designated by the Board as officers for purposes of Securities and Exchange Commission (“SEC”) rules under Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

**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 (the “Nasdaq”), except as otherwise permitted by applicable Nasdaq rules, and meet all other applicable independence standards for members of compensation committees (including the “Non-employee Director” requirements for purposes of Rule 16b-3 of under the Exchange Act), unless otherwise determined by the Board. Committee members may be appointed and removed in accordance with the Company’s bylaws. 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 shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. 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. Special meetings may be called by the Committee Chair, the Chairman of the Board, or the Chairman of the Board or Secretary upon request of two or more Committee members.

The Committee may, in its sole discretion, retain, terminate 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, except that such consideration shall not be required in connection with receiving advice from in-house legal counsel. 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. The Committee will not be required to conduct an independence review of any advisor whose role is limited the following activities: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

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,

including as may be delegated by the Board, consistent with this Charter, the purposes of the Committee, the Company's certificate of formation and 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. The Committee shall have unrestricted access to all Company books, records, facilities, and personnel as deemed necessary or appropriate by any member of the Committee to carry out its responsibilities under this Charter.

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

1. *CEO Evaluation and Compensation.* The Committee will establish, review and approve the goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance (including against the approved goals and objectives) and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set 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 Officer Evaluation and Compensation.* The Committee or the Chief Executive Officer will establish the goals and objectives with respect to the compensation of officers of the Company, other than the Chief Executive Officer. The Committee, with respect to executive officers, and the Committee or the Chief Executive Officer, with respect to other officers, will review and approve such goals and objectives. The Committee will oversee the evaluation of the performance of the officers of the Company (including against the approved goals and objectives), and, after considering such evaluation with respect to such executive officers (and, if determined by the Committee, such other officers), will set, or make recommendations to the Board regarding, the compensation of such officers.

3. *Employment Agreements.* The Committee will review and approve any employment, severance, change-in-control or compensation agreements or arrangements for the Company's executive officers.

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

5. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements, including any employee stock purchase plan (the "Plans"). The Committee has full authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board), and to make grants of cash-based and equity-based awards under the Plans.

6. *Compensation Benchmarking.* The Committee will periodically review and assess the competitiveness of the Company's executive compensation programs relative to peer companies and relevant industry data, and may consider such benchmarking in connection with its compensation determinations.

7. *Compensation Discussion and Analysis and Other Compensation-Related Disclosures.* 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. As appropriate, the Committee will also review and discuss with management other executive compensation disclosure matters, including shareholder proposals (to the extent related to compensation or related practices) and advisory votes on executive compensation and the frequency of such votes, and related disclosures that SEC rules require to be included in the Company’s annual report and proxy statement, and will prepare the annual Compensation Committee Report, to the extent required by applicable rules.

8. *Clawback Policy.* The Committee will administer and oversee the Company’s compliance with (and, if needed, the enforcement of) the compensation recovery policy required by applicable SEC and Nasdaq rules and any other compensation recovery policy as may be adopted from time to time (including the making of, or recommendation to the Board, determinations required to be made thereunder).

9. *Risk Oversight.* The Committee will oversee the management of risks associated with the Company’s compensation philosophy and practices and evaluate the balance between the incentives and rewards.

10. *Human Capital Management.* The Committee will oversee and periodically review with management the Company’s strategies, policies and practices with respect to human capital management and talent development, including with respect to matters such as workplace environment and culture, employee engagement and effectiveness, and talent recruitment, development and retention.

11. *Reports to the Board of Directors.* The Committee shall provide reports to the Board as the Committee may determine to be appropriate.

12. *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of the performance of the Committee.

13. *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, and to the extent permitted by applicable law and the terms of any applicable plans, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee or one or more officers or directors of the Company. Any person or body to whom the Committee delegates such authority shall regularly report to the Committee regarding the actions taken pursuant to such delegation. The Committee may revoke any delegation of authority at any time.

Effective May 7, 2026