

**CHARTER OF THE
COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF HEARTFLOW, INC.**



(Effective July 17, 2025)

1. **Purpose.** The Compensation Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Heartflow, Inc. (the “**Company**”) to assist the Board in fulfilling the Board’s duties and oversight responsibilities regarding:
 - compensating the Company’s Executive Officers (as defined below) and making recommendations to the Board with respect to the compensation of non-employee members of the Board;
 - overseeing the Company’s overall compensation structure, policies, programs and arrangements;
 - administering the Company’s executive bonus plans or programs and equity-based compensation plans; and
 - providing oversight of the Company’s human capital management and related policies, strategies and initiatives.

The responsibilities and duties of the Committee shall be to determine the form and amount of compensation to be paid or awarded to any “officer” as defined in Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and any other senior executive as designated by the Committee (collectively, the “**Executive Officers**”) and to recommend to the Board the form and amount of compensation to be paid or awarded to the non-employee directors of the Company, as well as to perform such additional responsibilities and duties as may be set forth in this Charter or requested of the Committee by the Board from time to time.

2. **Membership.** The Committee shall consist of at least two members of the Board. Each Committee member shall qualify as an “independent director,” as such term is defined under applicable listing standards of The Nasdaq Stock Market LLC (“**Nasdaq**”) and otherwise be considered independent for purposes of membership on the Committee in accordance with applicable Nasdaq listing rules, subject to any applicable exemption and transition provisions such as the initial-phase in periods for committee membership requirements applicable in connection with and after the Company’s initial public offering. In addition, to the extent determined appropriate by the Committee, all members of the Committee shall qualify as “non-employee directors” as such term is defined in Rule 16b-3 under the Exchange Act.

The members of the Committee shall be appointed by and serve at the discretion of the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board. Committee members may be removed at any time by the Board. The Board will appoint one member of the Committee to serve as the Chair of the Committee. In the absence of that designation, the members of the Committee may elect a Chair by majority vote of all members.

3. **Specific Responsibilities and Duties.** The principal responsibilities and duties of the Committee shall include:

- 3.1. **Compensation Policies.** Periodically review with management the Company's overall compensation and benefit policies and programs (including performance-based incentives that support and reinforce the Company's long-term strategic goals, organizational objectives and stockholder interests), processes to recruit, retain and develop management resources, organizational structure and performance of the Company's Executive Officers.
- 3.2. **Chief Executive Officer's ("CEO") Compensation and Goals.** At least annually, review and approve goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives and review and recommend to the Board for approval such individual's compensation level (including, but not limited to, salary, long- and short-term incentive plans, and any employment agreements, retirement plans, deferred compensation plans, equity award plans, special benefits and perquisites, change in control or other severance plans, as the Committee deems appropriate) based on this evaluation. In determining the long-term incentive component of the CEO's compensation to be recommended, as applicable, the Committee shall consider all factors it deems relevant. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation.
- 3.3. **Other Executives and Employees.** At least annually, review and approve the compensation level (including, but not limited to, salary, long- and short-term incentive plans, and any employment agreements, retirement plans, deferred compensation plans, equity award plans, special benefits and perquisites, change in control or other severance plans, as the Committee deems appropriate) of each of the Company's other Executive Officers. The Committee may consider the recommendations of the CEO and other officers in determining the level of compensation of the other executive officers.
- 3.4. **Say-on-Pay and Say-on-Frequency Votes.** If required, consider the results of stockholder advisory ("say-on-pay") votes on executive compensation when establishing, reviewing and approving the compensation of the Executive Officers. If required, consider the results of stockholder advisory votes regarding the frequency with which stockholders will be asked to provide a say-on-pay vote and recommend to the Board how often a say-on-pay vote will be presented in the Company's annual proxy statement.
- 3.5. **Equity-Based and Other Incentive Compensation Plans.** Review and make recommendations to the Board with respect to the adoption, amendment or discontinuation of any profit sharing, incentive-compensation or equity-based compensation plans that require Board approval. The Committee shall have the authority to approve award grants under any equity-based Company incentive plan and to administer the plan with respect to any such awards (other than grants to members of the Board who are not otherwise employed by the Company or any of its subsidiaries, which grants shall be subject to approval by the Board).
- 3.6. **Non-Employee Director Compensation.** Review and recommend to the Board the compensation arrangements for non-employee directors.
- 3.7. **Peer Group.** Review and approve the selection of the companies in the Company's peer group(s) for the purposes of benchmarking Executive Officer compensation and non-employee director compensation.

- 3.8. **Compensation Discussion and Analysis (“CD&A”) and Compensation Committee Report.** If required, review and discuss with management the CD&A required to be included in the Company’s annual proxy statement or annual report on Form 10-K and, based on that review and discussion, recommend to the Board whether or not the CD&A should be so included, and produce a Compensation Committee Report for inclusion in the Company’s annual proxy statement or annual report on Form 10K, as required pursuant to applicable rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”).
- 3.9. **Risk Assessment.** Periodically review whether the Company’s compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company and the steps management has taken, or should consider taking, to monitor or mitigate such risks.
- 3.10. **Stock Ownership Guidelines.** Periodically review and recommend to the Board for approval any proposed changes to the Company’s stock ownership guidelines for Executive Officers and non-employee directors, approve amendments or exceptions thereto as the Committee deems appropriate and annually assess compliance with such guidelines.
- 3.11. **Clawback Policy.** Periodically review, and oversee the administration of, the Company’s Clawback Policy, and recommend any proposed changes to the Board for approval.
- 3.12. **Human Capital.** Oversee the Company’s human capital management efforts and related disclosures, including talent attraction, engagement and retention, succession planning and pay equity oversight at the Company.
- 3.13. **General Responsibilities and Duties.**
- (a) **Review of Charter.** On an annual basis, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
 - (b) **Self-Evaluation.** On an annual basis, evaluate the performance of the Committee based on the process developed by the Nominating and Corporate Governance Committee. The results of the annual self-evaluation shall be reported to the Board.
 - (c) **Executive Sessions.** At the Committee’s discretion, meet periodically in separate executive sessions to discuss any matters the Committee or any of the foregoing persons believe should be discussed privately or warrant Committee attention.
 - (d) **Effective and Open Communications.** Endeavor to maintain effective working relationships with, and provide a free and open channel of communication to, members of the Committee, management and the Board.
 - (e) **Other Actions.** Perform any other activities consistent with this Charter and the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as in effect from time to time, as the Committee or the Board deems necessary or appropriate. The Committee may from time to time seek input from the Board on any of the foregoing matters as it may determine to be appropriate.

- (f) **Limitation on Duties.** The foregoing does not limit any authority conferred on the Committee pursuant to the terms of any compensation or benefit plan or, to the extent the Committee is the administrator of any compensation or benefit plan, as the administrator of such plan in accordance with the terms of the plan.

4. **Organization and Operations.**

- 4.1. **Meetings.** The Committee will meet with such frequency, and at such times as its Chair, or a majority of the Committee, determines. Such meetings, at the Committee's discretion, may be in person, by telephone or by audio or video conference, and the Committee may take actions by unanimous written consent. A special meeting of the Committee may be called by the Chair and will be called promptly upon the request of any two Committee members. The agenda of each meeting will be prepared by the Chair (in consultation with the appropriate members of the Committee, the Chair of the Board and management) and circulated to each member prior to the meeting date. Unless the Committee or the Board adopts other procedures, the provisions of the Company's Amended and Restated Bylaws, as in effect from time to time, and as applicable to meetings of the Board, will govern meetings of the Committee. A quorum for any meeting of the Committee shall be a majority of the members of the Committee.
- 4.2. **Minutes and Reports.** Minutes of each meeting will be kept with the regular corporate records. The Committee will periodically report to the Board its findings and actions.
- 4.3. **Subcommittees.** The Committee has the power to appoint, from among its members, subcommittees, each of which may have (as determined by the Committee) the full power and authority of the Committee; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.
- 4.4. **Voting.** Each Committee member shall have one vote, and actions at meetings are approved by a majority of the members present.
- 4.5. **Conflicts Between Documents.** Any conflict between the terms of this Charter and the terms of a plan or contract shall be resolved in favor of the terms of that particular plan or contracts.

5. **Reliance; Experts; Funding; Cooperation.**

- 5.1. **Retention of Outside Advisors.** The Committee has the power, in its sole discretion and after considering such factors as may be required by Nasdaq listing standards or applicable rules of the SEC, to retain at the Company's expense or obtain the advice of a compensation consultant, legal counsel or other advisor and experts as it deems necessary or appropriate to carry out its duties, including to assist in the evaluation of director or executive officer compensation. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee, including sole authority to approve the consultant's, legal counsel's or advisor's fees and other retention terms. Nothing in this Charter requires that such advisors be

independent, only that the Committee consider the enumerated independence factors before selecting and annually thereafter, or receiving advice from, such advisors. The Committee will also consider whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation SK.

- 5.2. **Funding.** The Company shall provide the Committee with appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other advisor retained by the Committee.
- 5.3. **Reliance Permitted.** In carrying out its duties, the Committee may act in reliance on management, the independent auditor, the Company's internal audit function and personnel responsible for that function, including any third party to whom the Company has outsourced, in whole or in part, its internal audit function and outside advisors and experts, as it deems necessary or appropriate.
- 5.4. **Investigations.** The Committee has the authority to conduct or authorize any investigation into any matters within the scope of its responsibilities as it deems necessary or appropriate to fulfilling its duties.
- 5.5. **Participation of Employees and Outside Experts.** The Committee shall have unrestricted access to internal and outside counsel and anyone else in the Company, and may request any officer or employee of the Company or the Company's outside counsel or internal auditor to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein, except where such action is required by applicable law or Nasdaq listing standards to be taken by the Committee.

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